GLEACHER & COMPANY, INC.
Form 10-Q
August 09, 2012
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UNITED STATES

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, 2012

- or -

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

for the transition period from to

Commission file number 014140

GLEACHER & COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware	**22-2655804**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1290 Avenue of the Americas, New York, New York	**10104**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code **(212) 273-7100**

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 o

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

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

Large Accelerated Filer ¨	Accelerated Filer x
Non-accelerated Filer ¨ (Do not check if a smaller reporting company)	Smaller Reporting Company ¨

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

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

125,077,022 shares of Common Stock were outstanding as of the close of business on August 1, 2012

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GLEACHER & COMPANY, INC. AND SUBSIDIARIES

FORM 10-Q

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GLEACHER & COMPANY, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

Part I Financial Information

Item 1. Financial Statements

(In thousands, except for per share amounts)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Revenues:				
Principal transactions	$ 7,891	$ 16,460	$ 29,211	$ 61,801
Commissions	16,197	16,339	35,348	34,798
Investment banking	9,115	10,042	15,793	20,364
Investment (losses)/gains, net	(139)	368	(7)	(318)
Interest income	11,558	14,884	30,762	29,952
Gain from bargain purchase ClearPoint Funding, Inc. acquisition (Refer to Note 11)				2,330
Fees and other	3,527	1,341	6,404	2,465
Total revenues	48,149	59,434	117,511	151,392
Interest expense	3,502	3,055	8,121	5,624
Net revenues	44,647	56,379	109,390	145,768
Expenses (excluding interest):				
Compensation and benefits	32,606	37,286	76,325	96,374
Impairment of goodwill (Refer to Note 12)	21,096		21,096	
Clearing, settlement and brokerage	8,695	5,284	21,688	10,071
Communications and data processing	3,160	3,279	6,479	6,494
Occupancy, depreciation and amortization	2,236	2,159	4,370	4,071
Business development	981	1,236	1,999	2,344
Other	7,624	4,719	14,466	9,270
Total expenses (excluding interest)	76,398	53,963	146,423	128,624
(Loss)/income from continuing operations before income taxes and discontinued operations	(31,751)	2,416	(37,033)	17,144
Income tax expense	29,058	1,164	28,492	7,293
(Loss)/income from continuing operations	(60,809)	1,252	(65,525)	9,851
(Loss)/income from discontinued operations, net of taxes (Refer to Note 24)	(23)	(11,672)	9	(13,066)
Net loss	$ (60,832)	$ (10,420)	$ (65,516)	$ (3,215)
Per share data:				
Basic (loss)/income per share				
Continuing operations	$ (0.51)	$ 0.01	(0.55)	$ 0.08
Discontinued operations		(0.09)		(0.11)
Net (loss)/income per share	$ (0.51)	$ (0.08)	$ (0.55)	$ (0.03)
Diluted (loss)/income per share				
Continuing operations	$ (0.51)	$ 0.01	(0.55)	$ 0.08

Discontinued operations		(0.09)		(0.10)
Net (loss)/income per share	$ (0.51)	$ (0.08)	$ (0.55)	$ (0.02)
Weighted average shares of common stock:				
Basic	119,564	124,061	119,176	123,825
Diluted	119,564	130,606	119,176	130,698

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

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GLEACHER & COMPANY, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Unaudited)

(In thousands of dollars, except for share and per share amounts)		**June 30, 2012**		**December 31, 2011**
Assets				
Cash and cash equivalents	$	52,733	$	36,672
Cash and securities segregated for regulatory and other purposes		1,150		9,612
Securities purchased under agreements to resell		1,879,740		1,523,227
Receivables from:				
Brokers, dealers and clearing organizations		31,582		58,776
Related parties		1,362		1,337
Others		16,218		16,161
Financial instruments owned, at fair value (includes financial instruments pledged of $762,817 and $1,553,610 at June 30, 2012 and December 31, 2011, respectively)		763,550		1,554,660
Investments		19,090		18,310
Office equipment and leasehold improvements, net		6,164		6,735
Goodwill				21,096
Intangible assets		4,064		4,311
Income taxes receivable		4,623		12,102
Deferred tax assets, net		581		30,766
Other assets		9,896		9,791
Total Assets	$	2,790,753	$	3,303,556
Liabilities and Stockholders Equity				
Liabilities				
Payables to:				
Brokers, dealers and clearing organizations	$	500,882	$	1,108,664
Related parties		594		4,939
Others		3,676		3,243
Securities sold under agreements to repurchase		1,904,807		1,478,081
Securities sold, but not yet purchased, at fair value		110,333		184,996
Secured borrowings		46,718		213,611
Accrued compensation		15,540		26,274
Accounts payable and accrued expenses		11,536		18,223
Income taxes payable		3,770		3,979
Deferred tax liabilities				1,622
Subordinated debt		595		801
Total Liabilities		2,598,451		3,044,433
Commitments and Contingencies (Refer to Note 16)				
Stockholders Equity				
Common stock; $.01 par value; authorized 200,000,000 shares, issued 133,769,219 and 133,714,786 shares; and outstanding 125,731,141 and 120,883,601 shares, at June 30, 2012 and December 31, 2011, respectively		1,337		1,337
Additional paid-in capital		452,299		463,497
Deferred compensation		124		161
Accumulated deficit		(251,403)		(185,887)
		(10,055)		(19,985)

Treasury stock, at cost (8,038,078 shares and 12,831,185 shares, at June 30, 2012 and December 31, 2011, respectively)				
Total Stockholders Equity		192,302		259,123
Total Liabilities and Stockholders Equity	$	2,790,753	$	3,303,556

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

GLEACHER & COMPANY, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands of dollars)	**Six Months Ended June 30, 2012**	**2011**
Cash flows from operating activities:		
Net loss	$ (65,516)	$ (3,215)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Deferred income taxes (Refer to Note 18)	28,563	2,887
Impairment of goodwill (Refer to Note 12)	21,096	14,311
Amortization of stock-based compensation	4,495	9,326
Clawback of stock-based compensation awards subject to non-competition provisions	(1,579)	
Gain from bargain purchase ClearPoint Funding, Inc. acquisition		(2,330)
Depreciation and amortization	971	961
Amortization of intangible assets	247	1,528
Investment losses/(gains), net	7	318
Changes in operating assets and liabilities:		
Cash and securities segregated for regulatory purposes	8,462	(3,900)
Securities purchased under agreements to resell	(356,513)	(216,516)
Net receivable/payable from/to related parties	(4,387)	971
Net receivable from others	376	394
Financial instruments owned, at fair value	791,110	86,341
Income taxes receivable/payable, net	6,884	(707)
Other assets	(39)	1,081
Net payable to brokers, dealers and clearing organizations	(580,588)	(76,601)
Securities sold under agreements to repurchase	426,726	191,449
Securities sold, but not yet purchased, at fair value	(74,663)	41,541
Accounts payable and accrued expenses	(3,491)	16
Accrued compensation	(10,734)	(41,219)
Drafts payable	1,065	(897)
Net cash provided by operating activities	192,492	5,739
Cash flows from investing activities:		
Payment to former stockholders of Gleacher Partners, Inc. (Refer to Note 26)	(4,373)	
Purchase of investments	(800)	
Purchases of office equipment and leasehold improvements	(400)	(1,709)
Return of capital investments		1,772
ClearPoint acquisition net cash acquired (Refer to Note 11)		626
Capital contribution investments		(103)
Net cash (used in)/provided by investing activities	(5,573)	586
Cash flows from financing activities:		
Proceeds from secured borrowings	859,125	373,039
Repayments of secured borrowings	(1,026,019)	(357,293)
Purchases of treasury stock	(1,151)	(10,333)
Payment for employee tax withholdings on stock-based compensation	(2,615)	(5,441)
Repayment of subordinated debt	(206)	(108)
Excess tax benefits related to stock-based compensation	8	238
Net cash (used in)/provided by financing activities	(170,858)	102
Increase in cash and cash equivalents	16,061	6,427
Cash and cash equivalents at beginning of the period	36,672	40,009
Cash and cash equivalents at the end of the period	$ 52,733	$ 46,436

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GLEACHER & COMPANY, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

NON CASH INVESTING AND FINANCING ACTIVITIES

During the six months ended June 30, 2012 and 2011, the Company issued approximately 6.9 million and 0.6 million shares out of treasury stock, net of forfeitures, respectively, for stock-based compensation exercises and vesting and distributions of deferred compensation related to the employee stock trust.

During the six months ended June 30, 2012 and 2011, the Company issued approximately 0.1 million and 2.3 million, respectively, shares of common stock for settlement of stock-based compensation awards.

The fair value of non-cash assets acquired and liabilities assumed in the ClearPoint Funding, Inc. acquisition on January 3, 2011 were $51.6 million and $49.9 million, respectively (Refer to Note 11).

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

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation

Gleacher & Company, Inc. (the Parent and together with its subsidiaries, the Company) is an independent investment bank that provides corporate and institutional clients with strategic and financial advisory services, including merger and acquisition, restructuring, recapitalization, and strategic alternative analysis. The Company also provides capital raising, research-based investment analysis, and securities brokerage services, and, through its subsidiary ClearPoint Funding, Inc. (ClearPoint), engages in residential mortgage lending. The Company offers a diverse range of products through its Investment Banking, Mortgage Backed Securities & Rates (MBS & Rates, formerly known as MBS/ABS & Rates), Credit Products (formerly known as Corporate Credit) and ClearPoint divisions. The Company is incorporated under the laws of the State of Delaware. The Company s common stock is traded on the NASDAQ Global Market (NASDAQ) under the symbol GLCH.

Policies and Presentation

The accounting and financial reporting policies of the Company conform to accounting principles generally accepted in the United States of America (GAAP). The consolidated financial statements prepared in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Actual results could be different from these estimates. In the opinion of management, all normal, recurring adjustments necessary for a fair statement of this interim financial information are contained in the accompanying consolidated financial statements. The results for any interim period are not necessarily indicative of those for the full year.

The accompanying consolidated financial statements are presented in accordance with the U.S. Securities and Exchange Commission (SEC) requirements for Quarterly Reports on Form 10-Q and are unaudited. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted. Reference should be made to the Company s audited consolidated financial statements and notes within the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for additional information, including a summary of the Company s significant accounting policies.

Reclassification

Certain amounts in prior periods have been reclassified to conform to the current year presentation with no impact to previously reported net loss or stockholders equity. This includes the prior period results of the Equities division, which is now being reported as discontinued operations. Refer to Note 24 herein for additional information. In addition, revenues earned on a riskless principal basis in the amount of $16.1 million and $34.2 million, respectively, for the three and six months ended June 30, 2011 have been reclassified from principal transactions to commission income in order to distinguish such revenues (commission equivalents) from revenues earned on financial instruments held in inventory.

Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-11 Disclosures about Offsetting Assets and Liabilities (ASU 2011-11), which requires new disclosures about balance sheet offsetting and related arrangements. For derivative financial assets and liabilities, the amendments require disclosure of gross asset and liability amounts, amounts offset on the balance sheet, and amounts subject to offsetting requirements but not offset in the balance sheet. This guidance is effective for annual reporting periods beginning on or after January 1, 2013 and is to be applied retrospectively. This guidance does not amend the existing guidance on when it is appropriate to offset, and since these amended principles require only additional disclosures, the adoption of ASU 2011-11 will not affect the Company s financial condition, results of operations or cash flows.

In September 2011, the FASB issued ASU No. 2011-08 Intangibles Goodwill and Other: Testing Goodwill for Impairment (ASU 2011-08), in order to simplify how entities test goodwill for impairment. ASU 2011-08 permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in FASB Topic 350. ASU 2011-08 is effective for

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption of ASU 2011-08 did not have a material impact on the Company s consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05), in order to improve the comparability, consistency, and transparency of financial reporting and to increase prominence of items reported in other comprehensive income. The amendments in this ASU include the requirement that all non-owner changes in stockholders equity be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements, and eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders equity. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, except for new presentation requirements about reclassification of items out of accumulated other comprehensive income which are currently deferred indefinitely. ASU 2011-05 is not applicable to the Company as it has no items reported as other comprehensive income.

In May 2011, the FASB issued ASU No. 2011-04 Fair Value Measurements: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS (ASU 2011-04), in order to develop common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards (IFRS). The amendments in this ASU include clarification of (i) the application of the highest and best use valuation premise concepts and specifies that such concepts are relevant only when measuring the fair value of nonfinancial assets, (ii) the requirement to measure certain instruments classified in stockholders equity at fair value, such as equity interests issued as consideration in a business combination and (iii) disclosure requirements regarding quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. In addition, ASU 2011-04 changes particular principles or requirements for measuring fair value or for disclosing information about fair value measurements, including (a) measuring the fair value of financial instruments that are managed within a portfolio by permitting entities to measure such financial instruments on a net basis if such entities manage such financial instruments on the basis of their net exposure, (b) clarifying that premiums or discounts related to size as a characteristic of the reporting entity s holding (specifically, a blockage factor) rather than as a characteristic of the asset or liability (for example, a control premium) are not permitted in a fair value measurement and (c) the expansion of disclosures about fair value measurements, including the valuation processes of financial instruments categorized within Level 3 of the fair value hierarchy and sensitivity of the fair value measurement to changes in unobservable inputs and the interrelationships between those unobservable inputs, if any. ASU 2011-04 is effective during interim and annual periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on the Company s consolidated financial statements. Refer to Note 8 which includes the disclosures as required by this ASU.

In April 2011, the FASB issued ASU No. 2011-03 Transfers and Servicing: Reconsideration of Effective Control for Repurchase Agreements (ASU 2011-03), in order to improve the accounting for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The amendments in this ASU remove from the assessment of effective control (i) the criterion requiring the transferor to have the ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee, and (ii) the collateral maintenance implementation guidance related to that criterion. ASU 2011-03 is effective for the first interim or annual period beginning on or after December 15, 2011. The adoption of ASU 2011-03 did not have a material impact on the Company s consolidated financial statements.

In December 2010, the FASB issued ASU No. 2010-28, When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (ASU 2010-28), in order to address questions about entities with reporting units with zero or negative carrying amounts as some entities concluded that Step 1 of the test is passed in those circumstances because the fair value of their reporting unit will generally be greater than zero. For reporting units with zero or negative carrying amounts, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists, taking into consideration any adverse qualitative factors indicating that an impairment may exist. ASU 2010-28 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of ASU 2010-28 did not have a material impact on the Company s consolidated financial statements.

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

2. *(Loss)/Earnings Per Common Share*

The Company calculates its basic and diluted (loss)/earnings per share in accordance with ASC 260, Earnings Per Share. Basic (loss)/earnings per share is computed based upon weighted-average shares outstanding during the period. Dilutive (loss)/earnings per share is computed consistently with the basic computation while giving effect to all dilutive potential common shares and common share equivalents that were outstanding during the period. The Company uses the treasury stock method to reflect the potential dilutive effect of unvested stock awards, warrants, and unexercised options. The weighted average shares outstanding were calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	**2012**	**2011**	**2012**	**2011**
Weighted average shares for basic (loss)/earnings per share	119,564	124,061	119,176	123,825
Effect of dilutive common share equivalents		6,545		6,873
Weighted average shares and dilutive common share equivalents for dilutive (loss)/earnings per share	119,564	130,606	119,176	130,698

The Company was in a net loss position for the three and six months ended June 30, 2012 and therefore excluded approximately 9.5 million shares underlying stock options, 9.2 million shares of restricted stock, and 4.0 million shares underlying restricted stock units (RSUs) from its computation of dilutive loss per share because they were anti-dilutive. For the three and six months ended June 30, 2011, the Company excluded approximately 9.1 million of shares underlying stock options and warrants, 3.2 million of shares of restricted stock and 0.5 million shares of shares underlying RSUs from its computation of dilutive earnings per share from continuing operations because they were antidilutive.

3. *Cash and Cash Equivalents*

The Company has defined cash equivalents as highly liquid investments, with original maturities of less than 90 days that are not segregated for regulatory purposes or held for sale in the ordinary course of business. At June 30, 2012 and December 31, 2011, cash equivalents were approximately $3.1 million and $10.3 million, respectively.

4. *Cash and Securities Segregated for Regulatory and Other Purposes*

In November 2010, Gleacher & Company Securities, Inc. (Gleacher Securities) began self-clearing its trading activities in U.S. government securities (the Rates business) and is therefore subject to the Customer Protection rules under Rule 15c3-3 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). At June 30, 2012 and December 31, 2011, the Company segregated cash of $1.0 million and $4.0 million respectively, in a special reserve bank account for the exclusive benefit of customers pertaining to the results of the activities of the Company s Rates business and outstanding checks issued to customers and vendors when the Company was previously conducting self-clearing in prior years.

Cash segregated also includes $0.2 million and $1.0 million of cash on deposit in connection with ClearPoint s secured borrowings at June 30, 2012 and December 31, 2011, respectively.

At December 31, 2011, cash segregated also included approximately $4.6 million of cash received in connection with a working capital loan agreement between an unaffiliated borrower and certain lenders. In connection with this agreement, a wholly-owned subsidiary of the Company, acting as agent, has a commitment to pay funding advances on behalf of the lenders with respect to any unfunded commitments drawn upon by the borrower under the working capital loan agreement. An equal and offsetting liability is recorded within Accounts payable and accrued expenses within the Consolidated Statement of Financial Condition.

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

5. *Resale and Repurchase Agreements*

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for a detailed discussion of accounting policies related to the Company s resale and repurchase agreements.

At June 30, 2012 and December 31, 2011, the fair value of financial instruments received as collateral by the Company that it was permitted to deliver or repledge in connection with resale agreements was approximately $1.9 billion and $1.5 billion, respectively, substantially all of which was repledged in the form of repurchase agreements at June 30, 2012 and December 31, 2011.

The following tables provide detail on the composition of the outstanding repurchase agreements at June 30, 2012 and December 31, 2011:

	June 30, 2012					
(In thousands of dollars)	**Overnight**	**< 30 days**	**30-90 days**	**> 90 days**	**On Demand**	**Total**
Collateral Type						
U.S. Government and federal agency obligations	$ 523,737	$ 300,046	$ 750,012	$	$ 331,012	$ 1,904,807

	December 31, 2011					
(In thousands of dollars)	**Overnight**	**< 30 days**	**30-90 days**	**> 90 days**	**On Demand**	**Total**
Collateral Type						
U.S. Government and federal agency obligations	$ 1,204,641	$	$	$	$ 273,440	$ 1,478,081

6. *Receivables from and Payables to Brokers, Dealers, and Clearing Organizations*

Amounts receivable from and payable to brokers, dealers and clearing organizations consists of the following:

(In thousands of dollars)	**June 30, 2012**	**December 31, 2011**

Deposits with clearing organizations	$	19,182	$	16,467
Receivable for unsettled trading activities		7,203		14,705
Receivable from clearing organizations		5,043		2,950
Fails to deliver		5		24,654
Underwriting and syndicate fees receivable		149		
Total receivables	$	31,582	$	58,776
Payable to clearing organizations		500,882		1,093,518
Fails to receive				15,146
Total payables	$	500,882	$	1,108,664

Included within deposits with clearing organizations at June 30, 2012 and December 31, 2011 is a deposit with the Fixed Income Clearing Corporation (FICC) of approximately $18.4 million and $15.2 million, respectively, related to the Company s self clearing activities associated with the Rates business.

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Securities transactions are recorded on their trade date as if they had settled. The related amounts receivable and payable for unsettled securities transactions are recorded net, by clearing organization, in Receivables from or Payables to brokers, dealers and clearing organizations in the Consolidated Statements of Financial Condition.

The clearing organizations may re-hypothecate all securities held on behalf of the Company.

7. *Receivables from and Payables to Others*

Amounts Receivable from and Payable to Others consist of the following:

(In thousands of dollars)		**June 30, 2012**		**December 31, 2011**
Investment banking and advisory fees receivable	$	8,573	$	1,713
Interest receivable		3,122		7,250
Principal paydowns Agency mortgage-backed securities		2,085		4,468
Loans and advances		286		280
Management fees receivable		171		140
Others		1,981		2,310
Total receivables from others	$	16,218	$	16,161
Payable to employees for the Employee Investment Funds (Refer to Note 10)	$	938	$	972
Customer deposits held in escrow ClearPoint		344		849
Draft payables		1,199		135
Others		1,195		1,287
Total payables to others	$	3,676	$	3,243

The Company maintains a group of zero balance bank accounts which are included in Payable to others on the Consolidated Statements of Financial Condition. Drafts payable represent the balance in these accounts related to outstanding checks that have not yet been presented for payment at the bank. The Company has sufficient funds on deposit to clear these checks, and these funds will be transferred to the zero-balance accounts upon presentment.

8. *Financial Instruments*

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for a detailed discussion of accounting policies related to the Company s financial instruments & investments, loans and derivative financial instruments.

The Company s financial instruments are recorded within the Consolidated Statements of Financial Condition at fair value. ASC 820 defines fair value as the price that would be received upon the sale of an asset or paid upon the transfer of a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date and establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company s assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1: Quoted prices in active markets that the Company has the ability to access at the reporting date, for identical assets or liabilities.

Level 2: Directly or indirectly observable prices in active markets for similar assets or liabilities; quoted prices for identical or similar items in markets that are not active; inputs other than quoted prices (e.g., interest rates, yield curves, credit risks, volatilities); or market corroborated inputs.

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Level 3: Unobservable inputs that reflect management s own assumptions about the assumptions market participants would make.

** Prices are not adjusted for the effects, if any, of the Company holding a large block relative to the overall trading volume (referred to as a blockage factor).

The availability of observable inputs can vary from product to product and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by management in determining fair value is greatest for instruments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

ASC 820 also provides (i) general guidance on determining fair value when markets are inactive including the use of judgment in determining whether a transaction in a dislocated market represents fair value, the inclusion of market participant risk adjustments when an entity significantly adjusts observable market data based on unobservable inputs, and the degree of reliance to be placed on broker quotes or pricing services as well as (ii) additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly declined and guidance on identifying circumstances that indicate a transaction is not orderly.

Fair Valuation Methodology

Cash Equivalents These financial assets represent cash in banks or cash invested in highly liquid investments with original maturities less than 90 days that are not segregated for regulatory purposes or held for sale in the ordinary course of business. These investments are valued at par, which represent fair value, and are considered Level 1. Refer to Note 3 Cash and Cash Equivalents for additional information.

Financial Instruments Owned/Securities Sold But Not Yet Purchased These financial instruments primarily consist of investments in fixed income securities, as well as holdings in equity securities. The Company has no exposure to European sovereign debt.

Level 1 Cash Instruments

Level 1 cash instruments include U.S. government obligations and actively traded listed preferred stock and equity securities (if not subject to legal restriction on transfer). These instruments are generally traded in active, quoted and highly liquid markets.

Level 2 Cash Instruments

Level 2 cash instruments include agency mortgage-backed securities, federal agency obligations, mortgage loans originated by ClearPoint for which the fair value option (FVO) has been elected and certain preferred stock, asset-backed and non-agency mortgage-backed securities.

In determining fair value for Level 2 financial instruments, management considers recent purchases or sales of the financial assets, benchmark securities and yields, discounted cash flow techniques, recently executed market transactions of comparable size, issuer spreads and bids/offers. Fair value for ClearPoint s loans is determined utilizing observable market factors and is principally based upon the fair value of the to-be-announced (TBA) forward securities market (refer to Derivatives below).

Level 3 Cash Instruments

Level 3 cash instruments primarily include non-agency commercial and residential mortgage backed securities positions. In determining fair value for Level 3 financial instruments, management maximizes the use of market

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observable information when available. Management considers factors such as recent purchases or sales of the financial assets, discounted cash flow techniques, bids that were received, and various benchmarking techniques, including spread comparisons to other similar financial assets recently traded, or spreads to observable factors such as yield curves. Management considers its valuation methodologies consistent with assumptions in how other market participants value certain financial assets.

Level 3 cash instruments also includes the Company s investment in FA Technology Ventures, L.P. (FATV or the Partnership), further described below.

Derivatives These financial instruments primarily consist of TBAs, forward sales and interest rate lock commitments (IRLCs).

TBAs and forward sales: The Company utilizes derivatives for trading strategies and economic hedging strategies. The Company economically hedges certain of its mortgage-backed and U.S. government securities trading, and the mortgage lending activities of ClearPoint, through the use of TBAs and forward sale agreements. A TBA is a forward mortgage-backed security whose collateral remains to-be-announced until just prior to the trade settlement. Forward sale agreements are entered into by ClearPoint and are valued based upon the TBA. TBAs are traded in an active quoted market and therefore generally classified as Level 1.

IRLCs: The Company enters into mortgage loan IRLCs in connection with its mortgage lending activities. The fair value of the IRLCs are determined on an individual loan basis and are based on investor pricing tables stratified by product, note rate and term and considers the servicing release premium, expected loan origination fees and costs and loan pricing adjustments specific to each loan. The Company also applies an estimated rate of closure based on historical experience in determining the notional amount of the loans expected to be funded. All of these factors combined results in the classification of the IRLCs as Level 3.

Investments These financial assets primarily represent the Company s investment in FATV, a venture capital limited partnership which provides early stage growth capital to companies in the information and new energy technology sectors. Valuation techniques applied by FATV GP LLC (the General Partner) to the underlying portfolio companies predominantly include consideration of comparable market transactions and the use of valuation models to determine the discounted value of estimated future cash flows, adjusted as appropriate for market and/or other risk factors. In addition, from time to time, FATV holds equity securities in public companies which are valued based upon quoted market prices. This investment is classified as Level 3 as the majority of the valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments complexity.

Valuation Processes and Controls

Our sales and trading professionals in our revenue producing units are responsible for pricing our financial instruments. The Company employs an independent control process in order to validate these prices. This control process, which involves both the Company s risk management and finance personnel, is designed to ensure that the values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilized is appropriate and consistently applied and that the assumptions are reasonable.

Fair value is generally determined through a variety of factors, such as recent purchases or sales of the financial assets, bids that were received, and various benchmarking techniques, including spread comparisons to other similar assets recently traded or spreads to other observable factors such as yield curves. The Company s independent control process includes leveraging pricing information obtained from external data providers to assess the reasonableness of its marks, generally for the Company s most highly liquid financial instruments, as this data tends to be generally reliable for positions that are actively traded. For the Company s less liquid financial instruments, the Company s independent control process includes comparing month-end marks to recent trading activity, benchmarking price changes to observable market indices, reviewing benchmarking techniques and analyzing external pricing data for trends. These independent procedures are critical to ensuring our financial instruments are properly valued.

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Fair Value Hierarchy

The following tables summarize the categorization of the financial instruments within the fair value hierarchy including those for which the Company accounts for under the FVO, at June 30, 2012:

	Assets at Fair Value			
(In thousands of dollars)	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial instruments owned				
Agency mortgage-backed securities	$	$ 494,767	$ 1,486	$ 496,253
Federal agency obligations		103,228		103,228
Loans		65,048		65,048
U.S. government obligations	28,374			28,374
Corporate debt securities		26,578		26,578
Commercial mortgage-backed securities		6,255	5,682	11,937
Other debt obligations		8,060	2,553	10,613
Residential mortgage-backed securities			10,355	10,355
Preferred stock	7,887			7,887
Equity securities	573	25	112	710
Collateralized debt obligations			554	554
Derivatives	276		1,737	2,013
Investments			19,090	19,090
Total financial assets at fair value	$ 37,110	$ 703,961	$ 41,569	$ 782,640

	Liabilities at Fair Value			
(In thousands of dollars)	**Level 1**	**Level 2**	**Level 3**	**Total**
Securities sold but not yet purchased				
U.S. Government obligations	$ 100,204	$	$	$ 100,204
Corporate debt securities		6,782		6,782
Preferred stock	2,057			2,057
Derivatives	1,288			1,288
Equity securities	2			2
Total financial liabilities at fair value	$ 103,551	$ 6,782	$	$ 110,333

Included below is a discussion of the characteristics of the Company s Level 2 and Level 3 holdings at June 30, 2012. Unless otherwise stated, fair value of Level 2 assets are determined based upon observable third party information including recent trading activity, broker quotes and other relevant market data as noted above. Fair value for Level 3 assets are based predominantly on management s own assumptions about the assumptions market participants would make.

Financial Instruments Classified as Level 2

The Company s agency mortgage-backed securities positions classified as Level 2, of approximately $494.8 million, have a weighted average loan size of approximately $0.2 million paying interest of 5.6%, with a weighted average FICO score of 726. This portfolio has a weighted average coupon remitting payment of 4.5% and has a weighted average annualized constant prepayment rate of approximately 18.8%. Fair value is determined through a combination of matrix pricing as well as the information noted in the preceding paragraph.

The Company s net Level 2 U.S. Government and federal agency obligations of approximately $103.2 million have a weighted average coupon of 3.9% and a weighted average maturity of 2025.

The Company s Level 2 loans of approximately $65.0 million (unpaid principal of approximately $62.6 million), which are related to the mortgage lending activities of ClearPoint and for which the FVO has been elected, have a weighted average loan size of approximately $0.2 million and has a weighted average coupon remitting payment of

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3.9%. Unrealized losses arising from fair value changes of approximately $0.4 million have been recorded within Principal transactions within the Consolidated Statements of Operations as of June 30, 2012. There are no loans 90 days or more past due and no loans are in non-accrual status. The loans are underwritten using standards prescribed by conventional mortgage lenders and loan buyers such as the Federal National Mortgage Association and Federal Home Loan Mortgage Corporation.

The Company s net holdings of corporate debt securities classified as Level 2 of approximately $19.8 million have a weighted average credit rating of BB, have a weighted average issuance year of 2010 and a weighted average maturity of 2017.

The Company s Level 2 commercial mortgage backed securities of approximately $6.3 million are primarily senior tranches, have a weighted average credit rating of AA and a weighted average issuance year of 2006.

The Company s other debt obligations reported as Level 2 include holdings of approximately $8.1 million asset backed securities, paying interest of 2.6%, with a weighted average credit rating of AA, and a weighted average vintage of 2010.

Financial Instruments Classified as Level 3

Non-Agency Residential Mortgage Backed Securities Disclosure About Significant Unobservable Inputs

(Dollars in thousands) **Valuation Technique**	**Fair Value at June 30, 2012**	**Unobservable Input**	**Range (Weighted Average)**
Discounted cash flow	$ 10,335	Default rate(1)	4%-17% (9%)
		Prepayment rate(2)	1%-18% (6%)
		Loss severity(1)	35%-75% (52%)
		Discount rate(1)	6%-22% (9%)

(1) Increases in this assumption would result in a lower fair value, whereas decreases in this assumption would result in a higher fair value.

(2) Increases in this assumption would result in a higher fair value, whereas decreases in this assumption would result in a lower fair value.

Commercial Mortgage Backed Securities   Disclosure About Significant Unobservable Inputs

(Dollars in thousands) Valuation Technique	Fair Value at June 30, 2012	Unobservable Input	Range (Weighted Average)
Discounted cash flow	$ 5,682	Default rate(1)	1%-30% (22%)
		Prepayment rate(2)	0%-0% (0%)
		Loss severity(1)	50%-50% (50%)
		Discount rate(1)	1%-29% (22%)

(1) Increases in this assumption would result in a lower fair value, whereas decreases in this assumption would result in a higher fair value.

(2) Increases in this assumption would result in a higher fair value, whereas decreases in this assumption would result in a lower fair value.

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Other Debt Obligations   Disclosure About Significant Unobservable Inputs

(Dollars in thousands) Valuation Technique		Fair Value at June 30, 2012	Unobservable Input	Range (Weighted Average)
Comparable market data	$	2,553(1)	Spread over benchmark(1)	-1.5 to -2.6 (-1.7)

(1) Increases in this assumption would result in a higher fair value, whereas decreases in this assumption would result in a lower fair value.

Interest Rate Lock Commitments   Disclosure About Significant Unobservable Inputs

IRLCs are reported as derivatives and are classified Level 3. The significant unobservable input is ClearPoint s estimated rate of closure of 75.0%, representing the percentage of ClearPoint s loan commitments expected to fund, which is based on historical experience. A reduction in this unobservable input would result in a lower fair value for these financial instruments.

Refer to Note 9 for additional information.

Investments   Quantitative Disclosure About Significant Unobservable Inputs

The Company s investments of approximately $19.1 million classified as Level 3, includes the Company s investment in FATV of approximately $15.9 million. Refer to Note 10 for additional information.

Valuation Technique	Unobservable Input	Range (Weighted Average)
Market comparable companies	Enterprise value/Revenue multiple	0.9x 8.8x (6.0x)
	EBITA multiple	12.6x 17.5x (15.1x)
	Discount applied to multiples	0.0% - 43% (30%)
Discounted future exit value	EBITA multiple	7.4x
	Discount applied to multiples	50%

An increase in the enterprise value/revenue, EBITA and revenue multiples would result in a higher fair value for these investments, whereas, an increase in the discounts applied to these multiples would reduce fair value.

Nonrecurring Fair Value Measurements   Quantitative Disclosure About Significant Unobservable Inputs

The Company s assets measured at fair value on a nonrecurring basis solely relate to Goodwill arising from various business combinations which would be classified as Level 3 within the fair value hierarchy. Refer to Note 12 for additional information.

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The following table summarizes the categorization of the financial instruments within the fair value hierarchy including those for which the Company accounts for under the FVO at December 31, 2011:

	Assets at Fair Value			
(In thousands of dollars)	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial instruments owned				
Agency mortgage-backed securities	$	$ 1,084,254	$ 1,367	$ 1,085,621
Loans		228,226		228,226
Federal agency obligations		158,774		158,774
Commercial mortgage-backed securities			38,154	38,154
Residential mortgage-backed securities			18,419	18,419
Corporate debt securities		14,524		14,524
U.S. Government obligations	5,789			5,789
Preferred stock	316		1,301	1,617
Equity securities	889		112	1,001
Collateralized debt obligations			647	647
Other debt obligations			192	192
Derivatives			1,696	1,696
Investments			18,310	18,310
Total financial assets at fair value	$ 6,994	$ 1,485,778	$ 80,198	$ 1,572,970

	Liabilities at Fair Value			
(In thousands of dollars)	**Level 1**	**Level 2**	**Level 3**	**Total**
Securities sold but not yet purchased				
U.S. Government obligations	$ 158,059	$	$	$ 158,059
Corporate debt securities		12,254		12,254
Federal agency obligations		11,796		11,796
Preferred stock	184		730	914
Equity securities	2			2
Derivatives	1,971			1,971
Total financial liabilities at fair value	$ 160,216	$ 24,050	$ 730	$ 184,996

The Company reviews its financial instrument classification on a quarterly basis. As the observability and strength of valuation attributes change, reclassifications of certain financial assets or liabilities may occur between levels. The Company s policy is to utilize an end-of-period convention for determining transfers in or out of Levels 1, 2 and 3. During the three and six months ended June 30, 2012, there were no transfers between Levels 1 and 2.

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The following table summarizes the changes in the Company s Level 3 financial instruments for the three months ended June 30, 2012:

(In thousands of dollars)	Balance at March 31, 2012	Total gains or (losses) (realized and unrealized) (1)	Purchases	Sales	Settlements	Transfers in and/or out of Level 3(2)	Balance at June 30, 2012	Changes in unrealized gains/(losses) on Level 3 assets still held at the reporting date (1)
Commercial mortgage-backed securities	$ 27,850	$ (2,638)	$ 16,746	$ (34,171)	$ (4)	$ (2,101)	$ 5,682	$ (1,036)
Residential mortgage-backed securities	26,603	(2,871)	12,203	(24,878)	(702)		10,355	(882)
Other debt obligations	318	(26)	2,770	(504)	(5)		2,553	(15)
Agency mortgage-backed securities	362	(361)	1,750	(264)	(1)		1,486	(177)
Collateralized debt obligations	585	(31)	61	(61)			554	(31)
Equities	103	9					112	9
Investments	18,440	(150)	800				19,090	(478)
Derivatives	885	1,737			(885)		1,737	1,737
Total	$ 75,146	$ (4,331)	$ 34,330	$ (59,878)	$ (1,597)	$ (2,101)	$ 41,569	$ (873)

(1) Realized and unrealized gains/(losses) are reported in Principal transactions in the Consolidated Statements of Operations.

(2) During the three months ended June 30, 2012, the Company transferred approximately $2.1 million of commercial mortgage backed securities from Level 3 to Level 2 due to price discovery resulting from Company trading activity occurring in close proximity to June 30, 2012.

The following table summarizes the changes in the Company s Level 3 financial instruments for the three months ended June 30, 2011:

(In thousands of dollars)	Balance at March 31, 2011	Total gains or (losses) (realized and unrealized) (1)	Purchases	Sales	Settlements	Transfers in and/or out of Level 3 (2)	Balance at June 30, 2011	Changes in unrealized gains/(losses) on Level 3 assets still held at the reporting date (1)
Commercial mortgage-backed securities	$ 68,247	$ (3,726)	$ 62,245	$ (66,737)	$ (20)	$ (3,650)	$ 56,359	$ (4,923)
	32,385	(575)	10,831	(13,731)	(1,717)		27,193	101

Residential mortgage-backed securities								
Other debt obligations	9,555	52	22,857	(16,186)	(280)		15,998	13
Agency mortgage-backed securities	2,430	(168)	8,043	(2,292)			8,013	(146)
Collateralized debt obligations	7,135	6,566	3,766	(12,463)	(12)	(3,568)	1,424	(63)
Equities	60						60	
Investments	16,883	(785)					16,098	(149)
Derivatives	685	574			(685)		574	574
Total	$ 137,380	$ 1,938	$ 107,742	$ (111,409)	$ (2,714)	$ (7,218)	$ 125,719	$ (4,593)

(1) Realized and unrealized gains/(losses) are reported in Principal transactions in the Consolidated Statements of Operations.

(2) During the three months ended June 30, 2011, the Company transferred approximately $3.7 million of commercial mortgage backed securities and approximately $3.6 million of collateralized debt obligations from Level 3 to Level 2 due to price discovery resulting from Company trading activity occurring in close proximity to June 30, 2011.

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The following table summarizes the changes in the Company s Level 3 financial instruments for the six months ended June 30, 2012:

(In thousands of dollars)	Balance at December 31, 2011	Total gains or (losses) (realized and unrealized) (1)	Purchases	Sales	Settlements	Transfers in and/or out of Level 3(2)	Balance at June 30, 2012	Changes in unrealized gains/(losses) on Level 3 assets still held at the reporting date (1)
Commercial mortgage-backed securities	$ 38,154	$ (6,081)	$ 10,108	$ (34,339)	$ (59)	$ (2,101)	$ 5,682	$ (1,253)
Residential mortgage-backed securities	18,419	(1,403)	11,067	(17,224)	(504)		10,355	(859)
Other debt obligations	192	(16)	6,357	(3,976)	(4)		2,553	(15)
Agency mortgage-backed securities	1,367	(408)	1,760	(1,232)	(1)		1,486	(208)
Collateralized debt obligations	647	(93)	61	(61)			554	(93)
Equities	112						112	
Preferred stock	571	188	5,624	(6,383)				
Investments	18,310	(20)	800				19,090	(153)
Derivatives	1,696	2,622			(2,581)		1,737	1,737
Total	$ 79,468	$ (5,211)	$ 35,777	$ (63,215)	$ (3,149)	$ (2,101)	$ 41,569	$ (844)

(1) Realized and unrealized gains/(losses) are reported in Principal transactions in the Consolidated Statements of Operations.

(2) During the six months ended June 30, 2012, the Company transferred approximately $2.1 million of commercial mortgage backed securities from Level 3 to Level 2 due to price discovery resulting from Company trading activity occurring in close proximity to June 30, 2012.

The following table summarizes the changes in the Company s Level 3 financial instruments for the six months ended June 30, 2011:

(In thousands of dollars)	Balance at December 31, 2010	Total gains or (losses) (realized and unrealized) (1)	Purchases	Sales	Settlements	Transfers in and/or out of Level 3(2)	Balance at June 30, 2011	Changes in unrealized gains/(losses) on Level 3 assets still held at the reporting date (1)

Commercial mortgage-backed securities	$ 46,571	$ 10,966	$ 115,451	$ (112,904)	$ (75)	$ (3,650)	$ 56,359	$ (4,687)
Residential mortgage-backed securities	33,604	(147)	11,909	(15,943)	(2,230)		27,193	92
Other debt obligations	5,843	57	30,698	(20,241)	(359)		15,998	4
Agency mortgage-backed securities	806	(236)	8,043	(600)			8,013	(180)
Collateralized debt obligations	23,235	11,471	9,056	(38,244)	(526)	(3,568)	1,424	(42)
Equities	60						60	
Investments	18,084	(1,471)			(515)		16,098	(425)
Derivatives		1,259			(685)		574	574
Total	$ 128,203	$ 21,899	$ 175,157	$ (187,932)	$ (4,390)	$ (7,218)	$ 125,719	$ (4,664)

(1) Realized and unrealized gains/(losses) are reported in Principal transactions in the Consolidated Statements of Operations.

(2) During the six months ended June 30, 2011, the Company transferred approximately $3.7 million of commercial mortgage backed securities and approximately $3.6 million of collateralized debt obligations from Level 3 to Level 2 due to price discovery resulting from Company trading activity occurring in close proximity to June 30, 2011.

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9. Derivatives

The Company utilizes derivatives for trading strategies and economic hedging strategies to actively manage its market and liquidity exposures. In addition, the Company enters into mortgage loan IRLCs in connection with its mortgage lending activities. The following table summarizes the Company s derivative instruments as of June 30, 2012 and December 31, 2011:

	June 30, 2012			December 31, 2011		
(In thousands of dollars)	**Number of Contracts**	**Notional**	**Fair Value**	**Number of Contracts**	**Notional**	**Fair Value**
Purchase Contracts						
TBA purchase agreements	4	$ 41,250	$ 100	1	$ 589	$
U.S. treasury futures contracts						
IRLCs	792	138,107	1,737	708	127,227	1,696
Total	796	179,357	$ 1,837	709	$ 127,816	$ 1,696
Sale Contracts						
TBA sale agreements	25	$ 530,194	$ (1,100)	17	$ 371,000	$ (1,183)
Forward sale agreements	1	2,180	(12)	11	120,900	(788)
U.S. treasury futures contracts						
Total	26	$ 532,374	$ (1,112)	28	$ 491,900	$ (1,971)

Total gains/(losses) associated with these activities, which are recorded within Principal transactions within the Consolidated Statements of Operations were ($4.2) million and ($9.0) million, for the three months ended June 30, 2012 and 2011, respectively, and ($7.3) million and ($12.0) million, for the six months ended June 30, 2012 and 2011, respectively.

10. Investments

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for a detailed discussion of the accounting policies related to the Company s investments included within the policy titled Financial Instruments and Investments and Note 8 herein for additional information regarding valuation techniques and inputs related to the Company s investment in FATV. The Company s investment portfolio includes interests in publicly and privately held companies and private equity securities. Information regarding these investments has been aggregated and is presented below.

(In thousands of dollars)

	June 30, 2012	December 31, 2011
Fair Value		
Investment in FATV	$ 15,876	$ 15,863
Employee Investment Funds, net of Company s ownership interest	1,214	1,247
Other investment	2,000	1,200
Total Investments	$ 19,090	$ 18,310

Investment gains and losses are comprised of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands of dollars)	**2012**	**2011**	**2012**	**2011**
Investments (realized and unrealized gains/(losses))	$ (139)	$ 368	$ (7)	$ (318)

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The Company has an investment in FATV of approximately $15.9 million at June 30, 2012 and December 31, 2011. FATV s primary purpose is to provide investment returns consistent with the risk of investing in venture capital. FA Technology Ventures Corporation, a wholly-owned subsidiary of the Company, is the investment advisor to FATV. There are no material open commitments to fund this portfolio at June 30, 2012. At June 30, 2012 and December 31, 2011, total Partnership capital for all investors in FATV equaled $63.4 million and $63.7 million, respectively. The Partnership was scheduled to end in July 2011, subject to extension by the vote of a majority of the limited partners, as provided in the limited partnership agreement applicable to the Partnership (the Partnership Agreement). The term of the Partnership was extended pursuant to such provision and is now scheduled to terminate on July 19, 2013. The Partnership is considered a variable interest entity. The Company is not the primary beneficiary, due to other investors level of investment in the Partnership. Accordingly, the Company has not consolidated the Partnership in these consolidated financial statements, but has only recorded the fair value of its investment, which also represented the Company s maximum exposure to loss in the Partnership at June 30, 2012 and December 31, 2011.The Company s share of management fee income derived from the Partnership for the three months ended June 30, 2012 and 2011 were $0.2 million and $0.2 million, respectively, and were $0.4 million and $0.3 million for the six months ended June 30, 2012 and 2011, respectively.

The Employee Investment Funds (EIF) are limited liability companies, established by the Company for the purpose of having select employees invest in private equity securities. The EIF is managed by Broadpoint Management Corp., a wholly-owned subsidiary of the Company, which has contracted with FATV to act as an investment advisor with respect to funds invested in parallel with the Partnership. The Company has consolidated EIF resulting in approximately $1.2 million and $1.2 million of Investments and a corresponding Payable to others being recorded in the Consolidated Statements of Financial Condition as of June 30, 2012 and December 31, 2011, respectively. Management fees are not material.

Other investment is an investment in a privately held company.

11. Business Combinations

ClearPoint Funding, Inc. Acquisition

On January 3, 2011, the Company completed its acquisition of ClearPoint. Pursuant to the related Stock Purchase Agreement, a newly formed subsidiary of the Company, Descap Mortgage Funding, LLC (Descap LLC), paid approximately $0.3 million of cash as transaction consideration for all of the issued and outstanding shares of capital stock of ClearPoint. Descap LLC is also obligated to pay the former stockholder of ClearPoint no more than approximately $2.0 million payable in installments on the first, second and third anniversaries of the closing date, contingent upon the continued employment of the former stockholder and certain indemnification matters. The Company recorded a bargain purchase gain of approximately $2.3 million, and no goodwill was recognized as the majority of the consideration payable to the former stockholder will be recognized as compensation expense for future services.

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The ClearPoint acquisition was accounted for under the acquisition method of accounting in accordance with ASC 805, Business Combinations. The following condensed statement of net assets acquired reflects the value assigned to ClearPoint s net assets as of the acquisition date:

Condensed Statement of Net Asset Acquired (In thousands of dollars)		**January 3, 2011**
Assets		
Cash and cash equivalents	$	876
Loans		45,726
Derivative assets		1,117
Intangible assets*		803
Other assets		3,994
Total assets acquired	$	52,516
Liabilities		
Secured borrowings	$	44,339
Accrued expenses and other liabilities		5,597
Total liabilities assumed	$	49,936
Net assets acquired	$	2,580

*Consists primarily of customer relationships with an estimated useful life of 8 years.

Pro forma information for the six months ended June 30, 2011 has not been provided given the proximity of the acquisition date to the beginning of the year. Refer to Note 25 herein for additional information regarding ClearPoint s financial information.

12. Goodwill and Intangible Assets

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for a detailed discussion of the accounting policy related to goodwill and intangible assets.

Goodwill

In connection with the preparation of the unaudited consolidated financial statements contained herein, the Company performed an interim goodwill impairment test which was triggered as a result of the Company s market capitalization trading at levels significantly below book value during the three months ended June 30, 2012. The Company determined that all of its remaining goodwill of approximately $21.1 million had been impaired, due to the duration and severity of the decline in the Company s stock price in relation to its book value.

(In thousands of dollars)	Reporting Unit MBS & Rates	Reporting Unit Investment Banking	Total
Goodwill			
Balance at December 31, 2011	$ 17,364	$ 3,732	$ 21,096
Increases/(decreases)			
Balance at March 31, 2012	17,364	3,732	21,096
Increases/(decreases)	(17,364)	(3,732)	(21,096)
Balance at June 30, 2012	$	$	$

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Intangible Assets

(In thousands of dollars)	**June 30, 2012**	**December 31, 2011**
Intangible assets (amortizable):		
MBS & Rates Customer relationships		
Gross carrying amount	$ 641	$ 641
Accumulated amortization	(436)	(410)
Net carrying amount	205	231
Credit Products - Customer relationships		
Gross carrying amount	795	795
Accumulated amortization	(689)	(610)
Net carrying amount	106	185
Investment Banking Trade name		
Gross carrying amount	4,066	7,300
Accumulated amortization	(965)	(874)
Impairment of intangible asset September 1, 2011		(3,234)
Net carrying amount	3,101	3,192
ClearPoint Customer relationships		
Gross carrying amount	803	803
Accumulated amortization	(151)	(100)
Net carrying amount	652	703
Total Intangible assets	$ 4,064	$ 4,311

In connection with the preparation of the unaudited consolidated financial statements contained herein, the Company evaluated the recoverability of its intangible assets due to the triggering event which resulted in the impairment of goodwill described above. The outcome of this assessment, which analyzes the cash flows expected to result from the eventual disposition of such assets on an undiscounted basis, resulted in no impairment.

Customer-related intangible assets are being amortized from 3 to 12 years and trademark assets are being amortized over 20 years (with approximately 16 years remaining). Total amortization expense recorded within Other in the Consolidated Statements of Operations for the three months ended June 30, 2012 and 2011 was approximately $0.1 million and $0.7 million, respectively, and for the six months ended June 30, 2012 and 2011 was approximately $0.2 million and $1.5 million, respectively.

Future amortization expense as of June 30, 2012 is estimated as follows:

(In thousands of dollars)

2012 (remaining)	$	248
2013		364
2014		337
2015		337
2016		301
Thereafter		2,477
Total	$	4,064

13. Office Equipment and Leasehold Improvements

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for a detailed discussion of the accounting policy related to office equipment and leasehold improvements.

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Office equipment and leasehold improvements consist of the following:

(In thousands of dollars)	**June 30, 2012**	**December 31, 2011**
Communications and data processing equipment	$ 5,149	$ 4,968
Furniture and fixtures	3,288	3,251
Leasehold improvements	1,793	1,766
Software	850	692
Total	11,080	10,677
Less: accumulated depreciation and amortization	(4,916)	(3,942)
Total office equipment and leasehold improvements, net	$ 6,164	$ 6,735

Depreciation and amortization expense for the three and six months ended June 30, 2012 and 2011 was $0.5 million and $0.5 million, and $1.0 million and $1.0 million, respectively.

14. Other Assets

Other assets consist of the following:

(In thousands of dollars)	**June 30, 2012**	**December 31, 2011**
Collateral deposits	$ 5,173	$ 5,180
Prepaid expenses	3,197	2,959
Other	1,526	1,652
Total other assets	$ 9,896	$ 9,791

15. Secured Borrowings

Pursuant to certain master repurchase agreements, ClearPoint was extended secured mortgage warehouse lines of credit in order to fund mortgage originations. These lines of credit carry floating rates of interest and are collateralized by ClearPoint s mortgage loans.

(In thousands of dollars) Description	Current Year Expiration Date	June 30, 2012 Facility Limit	June 30, 2012 Outstanding Balance	December 31, 2011 Facility Limit	December 31, 2011 Outstanding Balance
Credit Facility No. 1	March 10, 2012	$	$	$ 75,000	$ 68,756
Credit Facility No. 2	September 11, 2012	75,000(1)	21,854	75,000	49,704
Credit Facility No. 3	September 5, 2012	75,000(1)	24,864	100,000	92,802
		$ 150,000(2)	$ 46,718	$ 250,000(2)	$ 211,262
Accelerated Purchase Facility	March 10, 2012			50,000	2,349
Total		$ 150,000	$ 46,718	$ 300,000	$ 213,611

(1) Effective July 31, 2012, the facility limit under each respective line was reduced to $45.0 million.

(2) Committed capacity under the facilities is $0 million and $100 million as of June 30, 2012 and December 31, 2011, respectively. Effective July 31, 2012, the aggregate facility limit was $90.0 million.

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The lender to Credit Facility No. 1 and the Accelerated Purchase Facility elected not to renew it and instead agreed to a 120-day extension. The advances under these lines were paid in full as of April 24, 2012, and pursuant to an amendment to the master repurchase agreement, those warehouse covenants are no longer in force, and ClearPoint has no further continuing reporting or notice obligations to this lender.

If ClearPoint does not sell loans it originates from funds advanced under ClearPoint s mortgage warehouse lines of credit within certain periods of time, the lenders can incrementally curtail, or reduce, such advances. Under these circumstances, ClearPoint would be required to repay the curtailed amounts to the lenders prior to receiving any proceeds from the sale of the loan.

ClearPoint is required, among other things, to comply with certain financial covenants, including maintaining (i) a minimum tangible net worth ratio, (ii) a maximum leverage ratio, (iii) certain levels of profits/losses, and (iv) a minimum level of liquid assets. If ClearPoint fails to comply with these covenants, the lenders could declare the credit lines to be in default and require the payment of all amounts then outstanding under the lines. Also, the applicable agreements contain cross default provisions, so that a default under one agreement triggers a default under the others.

The Company previously disclosed within Note 15 within the Company s Annual Report on Form 10-K for the year ended December 31, 2011, notices of default (along with simultaneous waivers) of certain of ClearPoint s financial covenants relating to ClearPoint s liquidity from October 2011 to March 2012 and certain levels of profits/losses in February 2012.

As noted above, ClearPoint is required to achieve certain profitability levels to remain in compliance under its warehouse lines. ClearPoint has incurred losses since its acquisition and is engaged in a plan to right size the business as further described in Note 21 herein. If ClearPoint is not successful in that plan and therefore unable to achieve profitability or amend the profitability covenants, it will breach these covenants in future periods. If ClearPoint is unable to comply with the terms of its warehouse credit lines, these lines could be terminated, potentially resulting in the acceleration of all amounts due under the lines.

16. Commitments and Contingencies

Guarantees Relating to Certain Contractual Obligations of ClearPoint

The Company previously disclosed within Note 29 within the Company s Annual Report on Form 10-K for the year ended December 31, 2011, separate limited guaranties entered into by the Parent on February 29, 2012, relating to certain contractual obligations of ClearPoint. The guaranties were entered into with certain of ClearPoint s lenders (Curtailment Guaranties) and with Citibank (Citibank Guaranty).

The Curtailment Guaranties relate to two pools of loans, those which were financed under the warehouse lines on or about February 29, 2012 (the legacy loans), and new loans funded by the warehouse lines thereafter (the new loans). The Parent guaranteed payment with respect to these loans, ranging from 5% to 100% of the lesser of, in general, the market value or the principal amount of loans financed under the warehouse lines, depending on the length of time such loans persist on the warehouse lines. As of June 30, 2012, substantially all of the legacy loans had been sold to third parties. With respect to the new loans, as of June 30, 2012, approximately 70% were aged less than 30 days on the warehouse lines and approximately $0.6 million of loans were within 10 days of full curtailment.

Obligations under the Citibank Guaranty were terminated during the three months ended June 30, 2012.

The Parent s maximum potential liability under the Curtailment Guaranties has been substantially reduced resulting from the loan origination limits implemented by ClearPoint. The Company believes its remaining exposure under the Curtailment Guaranties, under the most likely scenarios, will not have a material adverse impact on the Parent and/or its subsidiaries. This belief is based in large part on recent past experience, as well as the expectation of ClearPoint (or the Parent) ultimately receiving the proceeds from the sale of these loans to finance, or offset, any payments made to the parties to which the guaranties were provided.

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ClearPoint Acquisition

In connection with the Company s acquisition of ClearPoint on January 3, 2011 the former stockholder of ClearPoint is entitled to receive payments consisting of no more than approximately $2.0 million payable in installments on the first, second and third anniversaries of the closing date, contingent upon the continued employment of the former stockholder. These payments are to be reduced for certain matters for which the Company is indemnified, including losses resulting from any loan losses with respect to loans presented to ClearPoint or originated on or prior to January 3, 2011. As of June 30, 2012 and December 31, 2011, the Company has accrued approximately $0.4 million and $0.8 million, respectively, in relation to this obligation which is recorded within Accrued compensation in the Consolidated Statements of Financial Condition.

Leases

The Company s headquarters and sales offices, and certain office and communication equipment, are leased under non-cancelable operating leases, certain of which contain renewal options, free rent periods, and escalation clauses. These leases expire at various times through 2025. To the extent the Company is provided tenant improvement allowances funded by the lessor, they are amortized over the initial lease period and serve to reduce rent expense. The Company recognizes the rent expense over the entire lease term on a straight-line basis.

Future minimum annual lease payments, and sublease rental income as of June 30, 2012, are as follows:

(In thousands of dollars)	**Future Minimum Lease Payments**	**Sublease Rental Income**	**Net Lease Payments**
2012 (remaining)	$ 4,658	$ 993	$ 3,665
2013	8,661	1,812	6,849
2014	6,938	860	6,078
2015	6,356	502	5,854
2016	5,332		5,332
Thereafter	44,397		44,397
Total	$ 76,342	$ 4,167	$ 72,175

Rental expense, net of sublease rental income, for the three and six months ended June 30, 2012 and 2011 approximated $1.2 million and $1.5 million, and $2.4 million and $2.9 million, respectively.

Litigation

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for a detailed discussion of the accounting policy related to contingencies.

Due to the nature of the Company s business, the Company and its subsidiaries are exposed to risks associated with a variety of legal proceedings and claims. These include litigations, arbitrations and other proceedings initiated by private parties and arising from underwriting, financial advisory, securities trading or other transactional activities, client account activities, mortgage lending and employment matters. Third parties who assert claims may do so for monetary damages that are substantial, particularly relative to the Company s financial position. The Company has been in the past, and currently is, subject to a variety of claims and litigations arising from its business, most of which it considers to be routine.

The Company and its subsidiaries are also subject to both routine and unscheduled regulatory examinations of their respective businesses and investigations of securities industry practices by governmental agencies and self-regulatory organizations. In recent years, securities and mortgage lending firms have been subject to increased scrutiny and regulatory enforcement activity. Regulatory investigations can result in substantial fines being imposed on the Company and/or its subsidiaries. In the ordinary course of business, the Company and its subsidiaries receive inquiries and subpoenas from the SEC, FINRA, state regulators and other regulatory organizations. The Company

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does not always know the purpose behind these communications or the status or target of any related investigation. Some of these communications have, in the past, resulted in disciplinary actions which have sometimes included monetary sanctions, and in the Company and/or its subsidiaries being cited for regulatory deficiencies. To date, none of these communications have had a material adverse effect on the Company s business nor does the Company believe that any pending communications are likely to have such an effect. Nevertheless, there can be no assurance that any pending or future communications will not have a material adverse effect on the Company s business. In addition, the Company is also subject to claims by employees alleging discrimination, harassment or wrongful discharge, among other things, and seeking recoupment of compensation claimed (whether for cash or forfeited equity awards), and other damages.

The Company recognizes a liability in its financial statements with respect to legal proceedings or claims when incurrence of a loss is probable and the amount of loss is reasonably estimable. However, accurately predicting the timing and outcome of legal proceedings and claims, including the amounts of any settlements, judgments or fines, is inherently difficult insofar as it depends on obtaining all of the relevant facts (which is sometimes not feasible) and applying to them often-complex legal principles. It is reasonably possible that the Company incurs losses pertaining to these matters in the form of settlements and/or adverse judgments and incurs legal and other expenses in defending against these matters. Based on currently available information, the Company does not believe that any current litigation, proceeding, claim or other matter to which it is a party or otherwise involved will have a material adverse effect on its financial position, results of operations and cash flows, although an adverse development, or an increase in associated legal fees, could be material to the Company s financial results in a particular period, depending in part on the Company s operating results in that period.

Letters of Credit

The Company is contingently liable under bank stand-by letter of credit agreements, executed primarily in connection with office leases totaling $4.9 million at June 30, 2012 and December 31, 2011. These agreements were all collateralized by cash which is included within Other assets within the Consolidated Statements of Financial Condition.

Other

The Company, in the normal course of business, provides guarantees to third parties with respect to the obligations of certain of its subsidiaries.

In the normal course of business, Gleacher Securities guarantees certain service providers, such as clearing and custody agents, trustees, and administrators, against specified potential losses in connection with their acting as an agent of, or providing services to, the Company or its affiliates. Gleacher Securities also indemnifies some clients against potential losses incurred in the event of non-performance by specified third-party service providers, including sub-custodians. The maximum potential amount of future payments that Gleacher Securities could be required to make under these indemnifications cannot be estimated. However, Gleacher Securities has historically made no material payments under these arrangements and believes that it is unlikely it will have to make material payments in the future. Therefore, the Company has not recorded any contingent liability in the consolidated financial statements for these indemnifications.

The Company provides representations and warranties to counterparties in connection with a variety of transactions and occasionally agrees to indemnify them against potential losses caused by the breach of those representations and warranties and occasionally other liabilities. The maximum potential amount of future payments that the Company could be required under these indemnifications cannot be estimated. However, the Company has historically made no material payments under these agreements and believes that it is unlikely it will have to make material payments in the future; therefore it has not recorded any contingent liability in the consolidated financial statements for these indemnifications.

The Company is required to maintain a deposit at the FICC in connection with the self-clearing activities associated with the Rates business, which began in November 2010. The size of the deposit is subject to change from time to time and is dependent upon the volume of business transacted. At June 30, 2012 and December 31, 2011, the Company had a deposit with the FICC of approximately $18.4 million and $15.2 million, respectively, which is

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recorded within Receivable from brokers, dealers and clearing organizations in the Company s Consolidated Statements of Financial Condition.

In the ordinary course of business, ClearPoint indemnifies counterparties, including under its loan sale and warehouse line agreements, against potential losses incurred by such parties in connection with particular arrangements. ClearPoint reserves for its exposures to these obligations which is included within Accrued expenses in the Consolidated Statements of Financial Condition. In connection with the Company s acquisition of ClearPoint, the Company is indemnified for any such losses with respect to any loans presented to ClearPoint or originated on or prior to January 3, 2011.

17. Stockholders Equity

Stock Repurchase (10b-18 Plan)

The Board of Directors of the Company has renewed the Company s share repurchase program and has authorized up to $25 million in repurchases of Company common stock through the date on which the Company publicly releases its results of operations for fiscal 2012. Stock purchases by the Company may be made from time to time in the open market or in privately negotiated transactions, if and when management determines to effect purchases and is consistent with applicable legal and regulatory requirements. All stock repurchases by the Company shall be subject to the requirements of Rule 10b-18 promulgated under the Exchange Act. Purchases made during the six months ended June 30, 2012, totaled approximately 1.3 million shares of common stock for approximately $1.1 million.

Warrants

Warrants issued on June 27, 2008 to Mast Credit Opportunities I Master Fund Limited (Mast) to purchase 1,000,000 shares of the Company s common stock, at an exercise price of $3.00 per share, expired on June 27, 2012.

18. Income Taxes

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for a detailed discussion of the accounting policy related to income taxes. During interim periods, the Company calculates and reports an estimated annual effective income tax rate pursuant to ASC 740-270, Income Taxes Interim Reporting.

Three Months Ended June 30, 2012

The Company s effective income tax rate from continuing operations for the three months ended June 30, 2012 was negative 91.5%, resulting in income tax expense of approximately $29.1 million. The abnormal tax rate differs from the federal statutory tax rate of 35% primarily due to the establishment of a valuation allowance against substantially all of the Company s deferred tax assets (negative 101%) as well as a non-deductible discrete item attributable to the write-off of goodwill (negative 25%).

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In assessing the need for a valuation allowance, the Company considered both positive and negative evidence related to the likelihood of realization of the deferred tax assets. The weight given to the positive and negative evidence is commensurate with the extent to which the evidence can be objectively verified. GAAP states that a cumulative loss in recent years is a significant piece of negative evidence that is difficult to overcome in determining that a valuation allowance is not needed against deferred tax assets. As such, it is generally difficult for positive evidence regarding projected future taxable income exclusive of reversing taxable temporary differences to outweigh objective negative evidence of recent financial reporting losses.

During the three months ended June 30, 2012, the Company entered into a three-year cumulative loss position. This cumulative loss position, along with other evidence, merited the establishment of a valuation allowance against the deferred tax assets.

The valuation allowance recorded during the three months ended June 30, 2012 was approximately $32.1 million, resulting in net deferred tax assets of approximately $0.6 million. A sustained period of profitability is required before the Company would change its judgment regarding the need for a valuation allowance against its net deferred tax assets.

There were no significant changes to the Company s unrecognized tax benefits during the three months ended June 30, 2012.

Three Months Ended June 30, 2011

The Company s effective income tax rate from continuing operations for the three months ended June 30, 2011 of 48.2% resulted in income tax expense of approximately $1.2 million. The Company s tax rate differs from the federal statutory tax rate of 35% primarily due to state and local income taxes.

Six Months Ended June 30, 2012

The Company s effective income tax rate from continuing operations for the six months ended June 30, 2012 was negative 76.9%, resulting in income tax expense of approximately $28.5 million. The abnormal tax rate differs from the federal statutory tax rate of 35% primarily due to the establishment of the previously mentioned valuation allowance against substantially all of the Company s deferred tax assets during the three months ended June 30, 2012 (negative 87%), as well as the previously mentioned non-deductible discrete item attributable to the write-off of goodwill recorded during the three months ended June 30, 3012 (negative 21%) and tax expense associated with stock-based compensation shortfalls (negative 5%).

Six Months Ended June 30, 2011

The Company s effective income tax rate from continuing operations for the six months ended June 30, 2011 of 42.5% resulted in income tax expense of approximately $7.3 million. The Company s tax rate differs from the federal statutory tax rate of 35% primarily due to a re-measurement of net deferred tax assets due to a change in estimate of our apportioned statutory income tax rate and state and local income taxes, partially offset by a benefit related to the ClearPoint bargain purchase gain.

19. Stock-Based Compensation Plans

Refer to Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for a detailed discussion of the accounting policy related to stock-based compensation.

The Company recognized stock-based compensation expense related to its various employee and non-employee director stock-based incentive plans of approximately $0.0 million and $4.2 million for the three months ended June 30, 2012 and 2011, respectively, and approximately $4.5 million and $9.3 million for the six months ended June 30, 2012 and 2011, respectively. Stock-based compensation expense for the three and six months ended June 30, 2012 was reduced by approximately $2.9 million as a result of forfeitures.

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During the three months ended June 30, 2012, the Company granted approximately 1.6 million RSUs, with an average grant date fair value of $0.86 per RSU, approximately 2.4 million restricted stock awards with an average grant date fair value of $0.90 per award and approximately 0.7 million options with an average grant date fair value of $0.42 per award.

Options granted during the three months ended June 30, 2012 have a weighted average exercise price of $0.87. The Company utilized the Black-Scholes option pricing model to determine the fair value of all options granted. Significant weighted average assumptions used to estimate fair value included expected volatility of 73.6%, expected term of 3.3 years and a risk-free interest rate of 0.5%. All such options expire 6 years from grant date.

20. Net Capital Requirements

Gleacher Securities is subject to the net capital requirements of Rule 15c3-1 promulgated under the Exchange Act (the Net Capital Rule), as well as the Commodity Futures Trading Commission s net capital requirements (Regulation 1.16), which require the maintenance of a minimum net capital. Gleacher Securities has elected to use the alternative method permitted by the Net Capital Rule, which requires it to maintain a minimum net capital amount equal to the greater of 2% of aggregate debit balances arising from customer transactions (as defined) or $0.25 million, subject to certain adjustments related to market making activities in certain securities. Based upon the activities of Gleacher Securities, its minimum requirement under Regulation 1.16 is the same as under the Net Capital Rule. As of June 30, 2012, Gleacher Securities had net capital, as defined by both the Net Capital Rule and Regulation 1.16, of $81.0 million, which was $80.8 million in excess of the $0.25 million required minimum net capital.

Gleacher Partners, LLC is also subject to the Net Capital Rule. Gleacher Partners, LLC has elected to use the alternative method permitted by the rule, which requires it to maintain a minimum net capital amount of 2% of aggregate debit balances arising from customer transactions as defined or $0.25 million, whichever is greater. As of June 30, 2012, Gleacher Partners, LLC had net capital, as defined by the Net Capital Rule, of $0.8 million, which was $0.6 million in excess of the $0.25 million required minimum net capital.

The Company s ClearPoint subsidiary is subject to net worth requirements, as required by the HUD. At June 30, 2012, ClearPoint s net worth was $12.2 million, which was $11.2 million in excess of the $1.0 million required minimum net worth.

21. Concentrations of Credit and Liquidity Risk

Risks Related to ClearPoint and Other Related Matters

ClearPoint is subject to liquidity risk concentrations, as ClearPoint currently relies on a limited number of investors to purchase its originated mortgage loans and only two lenders to finance these activities. If ClearPoint does not sell loans it originates from funds advanced under ClearPoint s mortgage warehouse lines of credit within certain periods of time, the lenders can incrementally curtail, or reduce, such advances. Under these circumstances, ClearPoint would be required to repay the curtailed amounts to the lenders prior to receiving any proceeds from the sale of the loans. Failure of ClearPoint s investors to continue purchasing its loans and/or a slowdown in such purchases could result in additional curtailments as the loans persist on the warehouse lines. This could also decrease available capacity for funding new loans and satisfying ClearPoint s unfunded loan commitments. Curtailment exposure has significantly diminished as a result of actions taken by Clearpoint, including the implementation of loan origination limits and enhancements to its operational infrastructure, which have improved the pace at which loans are cleared.

Also, as further discussed in Note 15, Secured Borrowings, one of ClearPoint s lenders elected not to renew its warehouse line, which expired on March 10, 2012, and the aggregate facility limit under ClearPoint s remaining lines was reduced to $90 million on July 31, 2012. In addition, both of ClearPoint s remaining warehouse lines expire in September 2012, and under neither of these lines is the lender committed to make further advances.

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Failure of the lenders to renew or extend the warehouse lines upon expiration and/or not provide financing on the uncommitted portions of the lines would adversely impact ClearPoint s ability to conduct business. If ClearPoint is unable to replace the borrowing capacity when the warehouse lines expire or the lenders do not continue to fund requests, it may be required to reduce or terminate its loan origination activities and may not be able to satisfy its unfunded loan commitments.

ClearPoint continues to focus on increasing the number of loan purchasers with which it transacts, and pursuing additional warehouse lenders and loan distribution channels. If ClearPoint is unable to execute on these strategies and/or other events occur which reduce its ability to obtain continued financing, these matters ultimately could have a material and adverse effect on the Company s financial position, results of operations and/or cash flows.

Risks Related to the Company s Broker-Dealer Operations

Concentrations of credit risk can be affected by changes in political, industry, or economic factors. The Company s most significant industry credit concentration is with financial institutions. Financial institutions include other brokers and dealers, commercial banks, finance companies, insurance companies and investment companies. This concentration arises in the normal course of the Company s brokerage, trading, financing, and underwriting activities. To reduce the potential for concentration of risk, credit exposures are monitored in light of changing counterparty and market conditions.

The Company may also purchase securities that are individually significant positions within its inventory. Should the Company find it necessary to sell such a security, it may not be able to realize the full carrying value of the security due to the significance of the position sold.

The majority of securities transactions of counterparties of the Company s broker-dealer subsidiary, Gleacher Securities, are cleared primarily through a third party under a clearing agreement. Under this agreement, transactions are deemed to be either receive versus payment, delivery versus payment or cash transactions.

Refer to Note 16 within the section labeled Other for additional information regarding credit risks of the Company.

22. Fair Value of Financial Instruments

Substantially all of the financial instruments of the Company are reported on the Consolidated Statements of Financial Condition at market or fair value, or at carrying amounts that approximate fair value, because of their short-term nature, with the exception of subordinated debt. Financial instruments recorded at carrying amounts approximating fair value consist largely of Receivables from and Payables to brokers, dealer and clearing organizations, related parties and others, Securities purchased under agreements to resell and Securities sold under agreements to repurchase. The carrying value of the subordinated debt at June 30, 2012 and December 31, 2011 approximated fair value based on current rates available.

23. Restructuring

On August 22, 2011, the Board of Directors of the Company approved a plan to exit the Equities business, effective immediately. The principal reasons for this decision were that the Equities division was an underperforming non-core asset, and that its closure would allow the Company to improve focus and invest in its core competencies. Exiting the Equities business impacted 62 employees.

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The following table summarizes the changes in the Company s liability related to this restructuring for the six months ended June 30, 2012:

(In thousands of dollars)		
Balance January 1, 2012	$	1,427
Restructuring expense		(212)
- Less: Non-cash charges		79
Payments for severance		
Payments for real estate		(198)
Payments for third party vendor contracts		(515)
Payments for legal and other related costs		
Restructuring reserve June 30, 2012	$	581

The restructuring reserve of $0.6 million as of June 30, 2012 is included within Accrued expenses within the Consolidated Statements of Financial Condition. The majority of this remaining reserve pertains to third party vendor contracts. Payments are expected to be substantially completed by December 31, 2012.

24. Discontinued Operations

The Company has classified the results of the Equities division as discontinued operations due to its exiting this business on August 22, 2011.

Amounts reflected in the Consolidated Statements of Operations for the three and six months ended June 30, 2012 and 2011 related to the Equities division are presented in the following table.

	Three Months Ended June 30,				**Six Months Ended June 30,**			
(In thousands of dollars)		**2012**		**2011***		**2012**		**2011***
Net revenues	$	6	$	4,929	$	43	$	10,200
Total expenses		(31)		19,675		(104)		27,408
Income/(loss) from discontinued operations before income taxes		37		(14,746)		147		(17,208)
Income tax expense/(benefit)		60		(3,074)		138		(4,142)
(Loss)/income from discontinued operations, net of taxes	$	(23)	$	(11,672)	$	9	$	(13,066)

* Included within the table above for the three and six months ended June 30, 2011 is a goodwill and intangible impairment charge of approximately $14.3 million.

25. Segment Analysis

Currently, our business model operates through the following four business segments:

- *Investment Banking* This division provides financial advisory and capital raising services in connection with mergers, acquisitions and other strategic matters. The division is being realigned around existing M&A expertise, expanded capital markets capabilities and key industry verticals, including real estate, financial services, aerospace and defense, technology, media and telecom, general industrial and financial sponsor coverage.
- *MBS & Rates (formerly known as MBS/ABS & Rates)* This division provides sales, trading, research and advisory services on a wide range of mortgage and asset-backed securities, U.S. Treasury and government agency securities, structured products such as CLOs and CDOs, whole loans, and other securities. Revenues are generated from spreads on principal transactions executed to facilitate trades for clients. Revenues are also generated from changes in fair value and interest income on securities held in inventory.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

- *Credit Products (formerly known as Corporate Credit)* This division provides analysis, sales and trading on a wide range of debt securities including bank debt and loans, investment grade debt, high-yield debt, treasuries, convertibles, distressed debt, preferred debt, emerging market debt and reorganization equities to corporate and institutional investor clients. The division also provides trade execution services, liability management, corporate debt repurchase programs and new issue distributions. Revenues are generated primarily from spreads on riskless principal transactions, and to a lesser extent, principal trading and commissions on trades executed on behalf of clients. In addition, revenues are also generated on a smaller scale from interest income on securities held in inventory.

- *ClearPoint* This division originates, processes and underwrites single and multi-family residential mortgage loans within 45 states across the country. The loans are underwritten using standards prescribed by conventional mortgage lenders and loan buyers such as the Federal National Mortgage Association and Federal Home Loan Mortgage Corporation. Revenues are generated primarily from the sale of the residential mortgage loans with servicing released.

The Company s sales and trading revenues consist of revenues derived from commissions, principal transactions and other fee related revenues. Investment banking consists of revenues derived from financial advisory services and capital raising. Investment gains/(losses) primarily reflect gains and losses on the Company s FATV investment.

Prior period results have been revised to reclassify investment banking revenues and related expenses into the segments within which they are generated, as this is how the segments are currently evaluated. Such revenues were all previously presented within the Investment Banking reportable segment.

The Equities segment results have been reclassified as discontinued operations and are no longer reported below. In connection with this development, any previously reported intangible asset amortization related to the Equities reporting unit which was previously included within Other has also been reclassified within discontinued operations.

Items of revenues and expenses not allocated to one of the reportable segments are aggregated under the caption Other in the table below. Included within Other are investment gains/(losses) and fees related to the Company s investment in and management of FATV. In addition, Other reflects expenses not directly associated with specific reportable segments, including goodwill impairment charges, costs related to corporate overhead and support, such as various fees associated with financing, legal and settlement expenses and amortization of intangible assets from business acquisitions not reported within discontinued operations.

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Information concerning operations in these reportable segments are as follows:

(In thousands of dollars)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Net revenues				
Investment Banking				
Investment banking	$ 8,730	$ 8,956	$ 13,263	$ 16,600
Other				
Total Investment Banking	8,730	8,956	13,263	16,600
MBS & Rates				
Sales and trading	(1,653)	12,246	6,350	52,997
Investment banking	385	1,128	623	1,300
Interest income	10,340	13,908	26,767	28,197
Interest expense	(3,790)	(3,512)	(8,127)	(7,018)
Total MBS & Rates	5,282	23,770	25,613	75,476
Credit Products				
Sales and trading	17,769	14,679	37,546	32,320
Investment banking		(42)	1,907	2,464
Interest income	223	386	355	848
Interest expense	(120)	(172)	(219)	(316)
Total Credit Products	17,872	14,851	39,589	35,316
ClearPoint				
Sales and trading	11,396	6,990	26,579	13,323
Interest income	993	587	3,437	902
Interest expense	(1,073)	(569)	(3,155)	(859)
Total ClearPoint	11,316	7,008	26,861	13,366
Total net revenues Reportable segments	43,200	54,585	105,326	140,758
Other				
Investment (losses)/gains, net	(139)	368	(7)	(318)
Sales and trading	103	225	487	424
Gain from bargain purchase ClearPoint acquisition				2,330
Interest income	2	3	203	5
Interest expense	(40)	(827)	(97)	(1,420)
Interest expense Intersegment allocations	1,521	2,025	3,478	3,989
Total Other	1,447	1,794	4,064	5,010
Total net revenues	$ 44,647	$ 56,379	$ 109,390	$ 145,768
(Loss)/income before income taxes from continuing operations				
Investment Banking	$ 2,195	$ 3,728	$ 2,774	$ 4,991
MBS & Rates	(1,746)	6,542	3,741	25,407
Credit Products	1,285	631	597	2,843
ClearPoint	(2,512)	(1,451)	(5,365)	(2,571)

(Loss)/income before income taxes from continuing operations Reportable segments	$	(778)	$	9,450	$	1,747	$	30,670
Other		(30,973)		(7,034)		(38,780)		(13,526)
(Loss)/income before income taxes from continuing operations	$	(31,751)	$	2,416	$	(37,033)	$	17,144

Information concerning the assets of these segments is as follows:

(In thousands of dollars)		June 30, 2012		December 31, 2011
Total Assets				
MBS & Rates	$	2,608,324	$	2,929,879
Credit Products		36,705		29,930
Investment Banking		14,092		10,916
ClearPoint		85,278		242,350
Total assets Reportable segments		2,744,399		3,213,075
Other		79,791		126,358
Intersegment eliminations		(33,437)		(35,877)
Total assets	$	2,790,753	$	3,303,556

Substantially all assets and operations are located in the United States.

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GLEACHER & COMPANY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

The Company s segments financial policies are the same as those described in Note 1 within the footnotes to the consolidated financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

26. Related Party Transactions

During the third quarter of 2009, the Company received a Notice of Proposed Tax Adjustments from the New York City Department of Finance for underpayment by Gleacher Partners, LLC of Unincorporated Business Tax. The Company has an off-setting claim against former pre-acquisition Gleacher stockholders for any pre-acquisition tax liabilities. This is substantially collateralized by shares of its common stock held in an escrow account that was established at the closing of the Company s acquisition of Gleacher Partners, Inc. to satisfy any indemnification obligations, and cash payable to certain of the former pre-acquisition Gleacher stockholders. The Company does not believe, in any event, that the open tax years or other pre-acquisition tax matters will have a material adverse effect on its financial position or results of operations. The Company s receivable for this indemnification claim was $1.4 million and $1.3 million at June 30, 2012 and December 31, 2011, respectively.

In connection with the acquisition of Gleacher Partners, Inc., in June 2009, the Company has agreed to pay $10 million to the selling parties over five years after closing the Transaction, subject to acceleration under certain circumstances. During the three months ended June 30, 2012, the Company paid $4.4 million of this obligation ($4.9 million was paid during the year ended December 31, 2010). The Company s remaining obligation is recorded as a liability within the Company s Consolidated Statements of Financial Condition.

Details on the amounts receivable from or payable to related parties are below:

(In thousands of dollars)		**June 30, 2012**		**December 31, 2011**
Receivables from related parties				
Former stockholders of Gleacher Partners, Inc.	$	1,362	$	1,337
Payables to related parties				
Former stockholders of Gleacher Partners, Inc.	$	594*	$	4,939*

*Represents the present value of the Company s remaining obligation.

27. Subsequent Events

The Company evaluated subsequent events through the date of issuance of the accompanying consolidated financial statements. There were no events requiring disclosure, other than the matter below.

ClearPoint   Warehouse Facility Limits

On July 31, 2012, the facility limits under ClearPoint s two remaining warehouse lines were each reduced to $45.0 million.

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GLEACHER & COMPANY, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Unaudited)

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

This document contains or incorporates by reference forward-looking statements. These statements are not historical facts but instead represent the Company s belief or plans regarding future events, many of which, by their nature, are inherently uncertain and outside of the Company s control. The Company often, but not always, identifies forward-looking statements by using words or phrases such as anticipate, estimate, plan, project, target, expect, continuing, ongoing, believe and intend. These statements may contain projections relating to revenues, earnin operations, other financial measures, economic conditions, trends and known uncertainties, and may include statements regarding the Company s future performance, strategies and objectives. The Company s forward-looking statements are based on facts as the Company understands them at the time the Company makes any such statement as well as estimates and judgments based on these facts, and speak only as of the date on which they are made. The Company s forward-looking statements are not intended to be guarantees and may turn out to be inaccurate for a variety of reasons, many of which are outside of its control. Factors that could render the Company s forward-looking statements subsequently inaccurate include the conditions of the securities markets, generally, and demand for the Company s services within those markets, the risk of further credit rating downgrades of the U.S. government by major credit rating agencies, the impact of international and domestic sovereign debt uncertainties, the possibilities of localized or global economic recession, ClearPoint s ability to maintain compliance with the covenants and other terms of its warehouse lines of credit, and other risks and factors identified from time to time in the Company s filings with the Securities and Exchange Commission. Moreover, the Company is implementing a strategic plan designed to improve its operating results, and this plan may not be successful. It is possible that future events will differ materially from those suggested by the Company s forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements. The Company does not undertake to update any of its forward-looking statements.

Any forward-looking statement should be read and interpreted together with the information included under Part II, Item IA Risk Factors and with the Company s filed document and other statements, including the following:

- the description of our business contained under Item 1 Business, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011,

- the risk factors contained under Item 1A Risk Factors in the Company s Annual Report on Form 10-K for the year ended December 31, 2011,

- the discussion of our legal proceedings contained in this report under Part II, Item 1 Legal Proceedings,

- the discussion and analysis of our financial condition and results of operations contained in this report under Item 2 Management s Discussion and Analysis of Financial Condition and Results of Operations,

- the discussion of market, credit, operational and other risks impacting our business contained in this report under Item 3 Quantitative and Qualitative Disclosures about Market Risk,

- the notes to the consolidated financial statements contained in this report under Item 1 Financial Statements, and

- cautionary statements we make in our public documents, reports and announcements.

As used herein, the terms Company, Gleacher, we, us, or our, refer to Gleacher & Company, Inc. and its subsidiaries.

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Business Overview

The Company is an independent investment bank that provides corporate and institutional clients with strategic and financial advisory services, including merger and acquisition, restructuring, recapitalization, and strategic alternative analysis. The Company also provides capital raising, research-based investment analysis, and securities brokerage services, and, through its subsidiary ClearPoint Funding, Inc. (ClearPoint), engages in residential mortgage lending. The Company offers a diverse range of products through its Investment Banking, Mortgage Backed Securities & Rates (MBS & Rates, formerly known as MBS/ABS & Rates), Credit Products (formerly known as Corporate Credit), and ClearPoint divisions.

Currently, we operate through the following four business segments:

- *Investment Banking* This division provides financial advisory and capital raising services in connection with mergers, acquisitions and other strategic matters. The division is being realigned around existing M&A expertise, expanded capital markets capabilities and key industry verticals, including real estate, financial services, aerospace and defense, technology, media and telecom, general industrial and financial sponsor coverage.

- *MBS & Rates* - This division provides sales, trading, research and advisory services on a wide range of mortgage and asset-backed securities, U.S. Treasury and government agency securities, structured products such as CLOs and CDOs, whole loans, and other securities. Revenues are generated from spreads on principal transactions executed to facilitate trades for clients. Revenues are also generated from interest income on securities held in inventory

- *Credit Products* This division provides analysis, sales and trading on a wide range of debt securities including bank debt and loans, investment grade debt, high-yield debt, treasuries, convertibles, distressed debt, preferred debt, emerging market debt and reorganization equities to corporate and institutional investor clients. The division also provides trade execution services, liability management, corporate debt repurchase programs and new issue distributions. Revenues are generated primarily from spreads on riskless principal transactions, and to a lesser extent, principal trading and commissions on trades executed on behalf of clients. In addition, revenues are also generated on a smaller scale from interest income on securities held in inventory.

- *ClearPoint* This division originates, processes and underwrites single and multi-family residential mortgage loans within 45 states across the country. The loans are underwritten using standards prescribed by conventional mortgage lenders and loan buyers such as the Federal National Mortgage Association and Federal Home Loan Mortgage Corporation. Revenues are generated primarily from the sale of the residential mortgage loans with servicing released.

The Company also recognizes investment gains/(losses) and earns fees related to the Company s investment in and management of FA Technology Ventures L.P. (FATV or the Partnership) which includes interests in publicly and privately held companies. The Company s results also include expenses not directly associated with specific reportable segments, including amortization of intangible assets from business acquisitions and costs related to corporate overhead and support, including financing, legal and settlement expenses.

Our business is dependent on our ability to attract, develop and retain highly skilled employees who are motivated and committed to providing the highest quality service and guidance to our clients. We continue to focus on unifying our brand, integrating our operations, expanding our business, and identifying and completing consolidation opportunities. The Company is well capitalized, with no significant long-term debt, positioning us well for continued growth through the hiring of experienced investment banking and sales and trading professionals and opportunistic acquisition of attractive targets.

Refer to Item 7 in the Company s Annual Report on Form 10-K for the year ended December 31, 2011, for additional information regarding material opportunities, challenges and risks related to our business.

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Business Environment in the Second Quarter 2012

The financial markets experienced significant volatility during the three months ended June 30, 2012, as evidenced by the Dow Jones Industrial Index posting triple-digit moves for 22 days during the quarter. This volatility ultimately led to a decline in both the Dow Jones Industrial Index and S&P 500 Index of approximately 3% and 6%, respectively.

The volatility was primarily due to the persistent economic uncertainties in Europe throughout the quarter, including the question of Greece s possible exit from the Euro-zone and rising borrowing costs in Spain and Italy. Significant steps were taken toward closer integration of the Euro-zone, which included the decisions that a single supervisor should oversee the region s banks and that the Euro-zone rescue fund will ultimately be authorized to directly aid troubled financial institutions but investor confidence remains on the decline. Investors were also surprised by the slowing economy in China, which resulted in the Chinese government reducing interest rates twice within a one month time span. Domestically, focus continued to center around the November U.S. presidential elections, year-end expiration of tax cuts and whether any remaining economic stimulus actions taken by the Federal Reserve could ultimately be effective.

Low investor confidence stemming from current market conditions led to declines in fixed income trading volumes of 14% compared to the first quarter of 2012, resulting in lower revenues within our sales and trading businesses. In addition, announced M&A volumes were flat compared to last quarter, but down 14% from a year earlier.

Given the continued uncertainties both domestically and abroad, the results of our operations, which are highly dependent on the environment in which our businesses operates, may not necessarily be indicative of what may be recognized in the future.

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FINANCIAL OVERVIEW

The Company prepares its consolidated financial statements using accounting principles generally accepted in the United States of America (GAAP). These consolidated financial statements are contained within Item 1 of this Quarterly Report on Form 10-Q.

Results of Operations

	Three Months Ended June 30,	
(In thousands of dollars)	**2012**	**2011**
Revenues:		
Principal transactions*	$ 7,891	$ 16,460
Commissions*	16,197	16,339
Investment banking	9,115	10,042
Investment gains/(losses), net	(139)	368
Interest income	11,558	14,884
Fees and other	3,527	1,341
Total revenues	48,149	59,434
Interest expense	3,502	3,055
Net revenues	44,647	56,379
Expenses (excluding interest):		
Compensation and benefits	32,606	37,286
Impairment of goodwill (Refer to Note 12 contained in Item 1 of this Quarterly report on Form 10-Q)	21,096	
Clearing, settlement and brokerage	8,695	5,284
Communications and data processing	3,160	3,279
Occupancy, depreciation and amortization	2,236	2,159
Business development	981	1,236
Other	7,624	4,719
Total expenses (excluding interest)	76,398	53,963
(Loss)/income from continuing operations before income taxes and discontinued operations	(31,751)	2,416
Income tax expense	29,058	1,164
(Loss)/income from continuing operations	(60,809)	1,252
Loss from discontinued operations, net of taxes (Refer to Note 24 contained in Item 1 of this Quarterly Report on Form 10-Q)	(23)	(11,672)
Net loss	$ (60,832)	$ (10,420)

* Revenues earned on a riskless principal basis in the amount of $16.1 million for the three months ended June 30, 2011 have been reclassified from principal transactions to commission income in order to distinguish such revenues (commission equivalents) from revenues earned on financial instruments held in inventory, in order to conform to current year presentation.

Three Months Ended June 30, 2012 and 2011

For the three months ended June 30, 2012, net revenues from continuing operations were $44.6 million, compared to $56.4 million for the three months ended June 30, 2011. The 20.1% decrease in net revenues was due to decreases in net revenues in the MBS & Rates segment and lower investment gains resulting from the change in value of the Company s FATV investment, partially offset by increased net revenues in ClearPoint and the Credit Products segment. Non-interest expenses for the three months ended June 30, 2012 of $76.4 million increased $22.4 million, or 41.6%, compared to $54.0 million for the three months ended June 30, 2011. This was primarily due to a goodwill impairment charge of $21.1 million.

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The Company reported a net loss from continuing operations of ($60.8) million for the three months ended June 30, 2012, compared to net income from continuing operations of $1.3 million for the three months ended June 30, 2011. Net loss per diluted share from continuing operations was ($0.51) for the three months ended June 30, 2012, compared to net income per diluted share from continuing operations of $0.01 for the three months ended June 30, 2011. Income/(loss) from discontinued operations, net of taxes for the three months ended June 30, 2012 and 2011 were ($0.0) million and ($11.7) million, respectively.

Net Revenues

For the three months ended June 30, 2012, net revenues from continuing operations were $44.6 million, compared to $56.4 million for the three months ended June 30, 2011. Commissions and principal transactions revenues decreased $8.7 million, or 26.5%, to $24.1 million for the three months ended June 30, 2012 from $32.8 million for the three months ended June 30, 2011 due to decreases of $15.4 million in the MBS & Rates segment, partially offset by increases in ClearPoint of $3.7 million and the Credit Products segment of $3.0 million. Investment banking revenues decreased $0.9 million, or 9.2%, to $9.1 million for the three months ended June 30, 2012. Investment gains/(losses), which represent the change in the value of the Company s investment in FATV, were ($0.1) million for the three months ended June 30, 2012 compared to investment gains of $0.4 million for the three months ended June 30, 2011. Net interest income of $8.1 million as of June 30, 2012, decreased $3.7 million compared to $11.8 million for the three months ended June 30, 2011. This was primarily due to lower average inventory levels. Fees and other revenues of $3.5 million for the three months ended June 30, 2012 increased $2.2 million which includes $1.5 million related to the clawback of certain stock-based compensation grants subject to non-competition provisions. The increase in fees and other revenue is also related to fees earned in connection with the mortgage lending activities of ClearPoint.

Non-Interest Expense

Non-interest expenses for the three months ended June 30, 2012 of $76.4 million increased $22.4 million, or 41.5%, compared to $54.0 million for the three months ended June 30, 2011.

Compensation and benefits expense was $32.6 million for the three months ended June 30, 2012, a decline of $4.7 million compared to the three months ended June 30, 2011. The decline was attributable to lower net revenues in the MBS & Rates division, partially offset by higher net revenues in the Credit Products division. Compensation and benefits expense for the three months ended June 30, 2012 was also reduced by $2.6 million related to stock-based compensation forfeitures of employees within the MBS & Rates division (Refer to Segment Highlights MBS & Rates). These reductions were partially offset by approximately $0.4 million of severance expense in ClearPoint, as that division implemented a rightsizing plan in order to better align compensation with its distribution capabilities. Compensation and benefits expense as a percentage of net revenues was 73.0% for the three months ended June 30, 2012 compared to 66.1% for the three months ended June 30, 2011. The adverse period-to-period changes in the Company s compensation as a percentage of revenue was impacted during the three months ended June 30, 2012, by the decline in revenues of the MBS & Rates division, driven by lower net interest income on lower inventory levels, as well as a disruption in sales and trading activities due to the employee turnover within that division (Refer to Segment Highlights MBS & Rates below).

The Company recorded a goodwill impairment charge of $21.1 million during the three months ended June 30, 2012 (Refer to Note 12 within the consolidated financial statements contained in Item 1 of this Quarterly Report on Form 10-Q for additional information).

Clearing, settlement and brokerage costs of $8.7 million for the three months ended June 30, 2012 increased by $3.4 million, or 64.6%, compared to the three months ended June 30, 2011. The increase was primarily due to ClearPoint broker fees resulting from higher loan commitment volumes.

Communications and data processing expense of $3.2 million for the three months ended June 30, 2012 remained relatively unchanged compared to the three months ended June 30, 2011.

Occupancy and depreciation expense of $2.2 million for the three months ended June 30, 2012 remained relatively unchanged compared to the three months ended June 30, 2011.

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Business development expense of $1.0 million for the three months ended June 30, 2012 decreased by $0.3 million, or 21.1%, compared to the three months ended June 30, 2011, primarily due to the decreased headcount that resulted from the realignment of the Investment Banking division in the third quarter of 2011.

Other expenses of $7.6 million for the three months ended June 30, 2012 increased $2.9 million, or 61.5% compared to the three months ended June 30, 2011, primarily due to ClearPoint loan processing fees for increased loan commitment volumes, as well as higher legal, consulting and advisory fees.

Income Taxes

Three Months Ended June 30, 2012

The Company s effective income tax rate from continuing operations for the three months ended June 30, 2012 was negative 91.5%, resulting in income tax expense of approximately $29.1 million. The abnormal tax rate differs from the federal statutory tax rate of 35% primarily due to the establishment of a valuation allowance against substantially all of the Company s deferred tax assets (negative 101%) as well as a non-deductible discrete item attributable to the write-off of goodwill (negative 25%).

In assessing the need for a valuation allowance, the Company considered both positive and negative evidence related to the likelihood of realization of the deferred tax assets. The weight given to the positive and negative evidence is commensurate with the extent to which the evidence can be objectively verified. GAAP states that a cumulative loss in recent years is a significant piece of negative evidence that is difficult to overcome in determining that a valuation allowance is not needed against deferred tax assets. As such, it is generally difficult for positive evidence regarding projected future taxable income exclusive of reversing taxable temporary differences to outweigh objective negative evidence of recent financial reporting losses.

During the three months ended June 30, 2012, the Company entered into a three-year cumulative loss position. This cumulative loss position, along with other evidence, merited the establishment of a valuation allowance against the deferred tax assets.

The valuation allowance recorded during the three months ended June 30, 2012 was approximately $32.1 million, resulting in net deferred tax assets of approximately $0.6 million. A sustained period of profitability is required before the Company would change its judgment regarding the need for a valuation allowance against its net deferred tax assets. Until such time, the Company expects to have an abnormal effective tax rate.

Three Months Ended June 30, 2011

The Company s effective income tax rate from continuing operations for the three months ended June 30, 2011 of 48.2% resulted in income tax expense of approximately $1.2 million. The Company s tax rate differs from the federal statutory tax rate of 35% primarily due to state and local income taxes.

Discontinued Operations

The Company has classified the results of the Equities division as discontinued operations as a result of its decision to exit the business on August 22, 2011. Refer to Notes 23 and 24 within the footnotes to the consolidated financial statements contained in Item 1 of this Quarterly Report on Form 10-Q for additional information.

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Segment Highlights

Three Months Ended June 30, 2012 and 2011

For presentation purposes, net revenues within each of the businesses are classified, as applicable, into commissions and principal transactions, investment banking, investment gains/(losses), net interest, and other. Commissions and principal transactions include commissions on agency trades and gains and losses from sales and trading activities. Investment banking includes revenues generated from capital raising through underwritings and private placements of equity and debt securities, and financial advisory service fees in regards to mergers and acquisitions, restructuring and corporate finance related matters. Investment gains/(losses) reflect gains and losses on the Company s FATV investment. Other revenues reflect management fees received from FATV, research fees and fees earned related to residential mortgage lending activities of ClearPoint. Net interest includes interest income net of interest expense and reflects the effect of funding rates on the Company s inventory levels.

Prior period results have been revised to reclassify investment banking revenues and related expenses into the segments within which they are generated, as this is how the segments are currently evaluated. Such revenues were all previously presented within the Investment Banking reportable segment.

The Equities segment results have been reclassified as discontinued operations and are therefore no longer reported below. In connection with this development, any previously reported intangible asset amortization related to the Equities reporting unit which was previously included within Other has also been reclassified within discontinued operations.

Refer to Note 25 within the footnotes to the consolidated financial statements contained in Item 1 of this Quarterly Report on Form 10-Q for information on assets by segment.

Investment Banking

	Three Months Ended June 30,		
(Dollars in thousands)	**2012**	**2011**	**2012 vs. 2011**
Net revenues			
Investment banking	$ 8,730	$ 8,956	(2.5)%
Other			n/a
Total net revenues	$ 8,730	$ 8,956	(2.5)%
Operating expenses	6,535	5,228	25%
Pre-tax contribution	$ 2,195	$ 3,728	(41.1)%

Investment Banking Q2 2012 vs. Q2 2011

Net revenues were $8.7 million for the three months ended June 30, 2012, relatively flat compared to the three months ended June 30, 2011. Net revenues were comprised of $8.2 million and $0.5 million of advisory revenues and capital markets revenues, respectively, for the three months ended June 30, 2012, compared to $8.2 million and $0.7 million of advisory and capital market revenues, respectively, for the three months ended June 30, 2011. Investment banking revenue for the three months ended June 30, 2012 benefitted from advisory fees of approximately $7.5 million relating to an engagement on a transaction that closed during the quarter.

Operating expenses were $6.5 million for the three months ended June 30, 2012, an increase of $1.3 million compared to the three months ended June 30, 2011. The increase was primarily due to lower compensation expense accrued in the prior-year quarter based upon compensation level expectations which were subsequently adjusted higher in future periods, partially offset by lower non-compensation expenses as a result of the realignment which took place in the third quarter of 2011. Compensation accruals (as a percentage of revenue) for the three months ended June 30, 2012 are generally in-line with the level in which compensation was paid for the year ended December 31, 2011. Pre-tax contribution for the three months ended June 30, 2012 was $2.2 million, compared to $3.7 million for the three months ended June 30, 2011.

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MBS & Rates

(Dollars in thousands)	Three Months Ended June 30, 2012	2011	2012 vs. 2011
Net revenues			
Principal transactions	$ (3,273)	$ 10,223	n/a
Commissions	132	2,008	n/a
Investment banking	385	1,128	(65.9)%
Net interest	6,550	10,396	(37.0)%
Other	1,488	15	n/a
Total net revenues	$ 5,282	$ 23,770	(77.8)%
Operating expenses	7,028	17,228	(59.2)%
Pre-tax (loss)/contribution	$ (1,746)	$ 6,542	n/a

MBS & Rates Q2 2012 vs. Q2 2011

Net revenues were $5.3 million for the three months ended June 30, 2012, a decline of $18.5 million compared to the three months ended June 30, 2011. The decrease in net revenues was primarily attributable to a leadership transition within the division accompanied by significant employee turnover during the current quarter. During this period, the segment s headcount fell to a low of 35 compared to headcount of approximately 70 at April 1, 2012. New leadership, which was announced in the beginning of May 2012, has substantially rebuilt the division, and headcount stood at approximately 50 at June 30, 2012, which is approximately 80% of the division s target. This turnover led to a disruption in sales and trading activities and a re-positioning of inventory, resulting in a decline in net revenues. Net interest income also declined approximately $5.5 million, compared to the second quarter of 2011, due primarily to lower inventory levels. Partially offsetting these declines were approximately $1.5 million of other revenue recorded in the second quarter of 2012, related to the clawback of certain stock-based compensation grants subject to non-competition provisions.

Operating expenses were $7.0 million for the three months ended June 30, 2012, a decline of $10.2 million compared to the three months ended June 30, 2011. The decrease was primarily due to lower compensation expense due to the lower revenues and includes a reduction in compensation expense of $2.6 million related to stock-based compensation forfeitures due to the leadership transition and voluntary terminations experienced during the quarter. Pre-tax (loss)/contribution for the three months ended June 30, 2012 was ($1.7) million, compared to $6.5 million for the three months ended June 30, 2011.

Credit Products

(Dollars in thousands)	Three Months Ended June 30, 2012	2011	2012 vs. 2011
Net revenues			
Principal transactions	$ 1,503	$ 226	n/a
Commissions	16,065	14,331	12.1%
Investment banking		(42)	n/a
Net interest	103	214	(51.9)%
Other	201	122	64.8%

Total net revenues	$	17,872	$	14,851	20.3%
Operating expenses		16,587		14,220	16.6%
Pre-tax contribution	$	1,285	$	631	103.6%

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Credit Products Q2 2012 vs. Q2 2011

Net revenues were $17.9 million for the three months ended June 30, 2012, an increase of $3.0 million compared the three months ended June 30, 2011. The increase in net revenues was primarily attributable to higher commissions and principal transaction revenues due and expanded product profile.

Operating expenses were $16.6 million for the three months ended June 30, 2012, an increase of $2.4 million compared to the three months ended June 30, 2011. The increase was primarily due to higher compensation expense due to the higher revenues. Pre-tax contribution for the three months ended June 30, 2012 was $1.3 million, compared to $0.6 million for the three months ended June 30, 2011.

ClearPoint

	Three Months Ended June 30,		
(Dollars in thousands)	**2012**	**2011**	**2012 vs. 2011**
Net revenues			
Principal transactions	$ 9,670	$ 6,008	61.0%
Net interest	(80)	18	n/a
Other	1,726	982	75.7%
Total net revenues	$ 11,316	$ 7,008	61.5%
Operating expenses	13,828	8,459	63.5%
Pre-tax loss	$ (2,512)	$ (1,451)	73.1%

ClearPoint Q2 2012 vs. Q2 2011

Net revenues were $11.3 million for the three months ended June 30, 2012, an increase of $4.3 million compared to the three months ended June 30, 2011. The increase reflects the start-up nature of ClearPoint s operations during the quarter ended June 30, 2011. Net revenues for the three months ended June 30, 2012 reflect limits implemented on the division s daily average loan commitments to a level aligned with its distribution capabilities. Revenues resulting from prior loan commitment levels were not commercially sustainable and resulted in previously reported liquidity constraints.

Operating expenses were $13.8 million for the three months ended June 30, 2012, an increase of $5.4 million compared to the three months ended June 30, 2011. Operating expenses include $8.1 million and $4.6 million of broker and loan processing fees for the three months ended June 30, 2012 and the three months ended June 30, 2011, respectively, which are variable expenses directly related to the level of loan commitments for each particular period. Pre-tax loss for the three months ended June 30, 2012 of $2.5 million increased $1.1 million compared to the three months ended June 30, 2011 and was primarily due to the limits placed on loan origination activities as a result of the liquidity constraints experienced in the first quarter of 2012. In late May 2012, the division implemented a rightsizing plan in order to better align compensation with distribution capabilities. In connection with this plan, the division incurred approximately $0.4 million of severance expense during the three months ended June 30, 2012.

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Other

(Dollars in thousands)	Three Months Ended June 30, 2012	2011	2012 vs. 2011
Net revenues			
Principal transactions	$ (9)	$ 3	n/a
Investment gains/(losses)	(139)	368	n/a
Net interest	1,483	1,204	23.2%
Other	112	219	(48.9)%
Total net revenues	$ 1,447	$ 1,794	(19.3)%
Operating expenses	32,420	8,828	267.2%
Pre-tax loss	$ (30,973)	$ (7,034)	340.3%

Other Q2 2012 vs. Q2 2011

Net revenues were $1.4 million for the three months ended June 30, 2012, a decline of $0.4 million compared to the three months ended June 30, 2011. The decline in net revenue was primarily a result of changes in value of the Company s FATV investment.

Operating expenses were $32.4 million for the three months ended June 30, 2012, an increase of $23.6 million compared to the three months ended June 30, 2011. The increase was primarily due to the goodwill impairment charge of $21.1 million recognized in the current quarter. Operating expenses were also impacted by higher legal, consulting and advisory fees. Pre-tax loss was $31.0 million for the three months ended June 30, 2012 compared to $7.0 million for the three months ended June 30, 2011.

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Results of Operations

(In thousands of dollars)	Six Months Ended June 30, 2012	2011
Revenues:		
Principal transactions*	$ 29,211	$ 61,801
Commissions*	35,348	34,798
Investment banking	15,793	20,364
Investment gains/(losses), net	(7)	(318)
Interest income	30,762	29,952
Gain from bargain purchase ClearPoint acquisition (Refer to Note 11 contained in Item 1 of this Quarterly report on Form 10-Q)		2,330
Fees and other	6,404	2,465
Total revenues	117,511	151,392
Interest expense	8,121	5,624
Net revenues	109,390	145,768
Expenses (excluding interest):		
Compensation and benefits	76,325	96,374
Impairment of goodwill (Refer to Note 12 contained in Item 1 of this Quarterly report on Form 10-Q)	21,096	
Clearing, settlement and brokerage	21,688	10,071
Communications and data processing	6,479	6,494
Occupancy, depreciation and amortization	4,370	4,071
Business development	1,999	2,344
Other	14,466	9,270
Total expenses (excluding interest)	146,423	128,624
(Loss)/income from continuing operations before income taxes and discontinued operations	(37,033)	17,144
Income tax expense	28,492	7,293
(Loss)/income from continuing operations	(65,525)	9,851
Income/(loss) from discontinued operations, net of taxes (Refer to Note 24 contained in Item 1 of this Quarterly Report on Form 10-Q)	9	(13,066)
Net loss	$ (65,516)	$ (3,215)

* Revenues earned on a riskless principal basis in the amount of $34.2 million for the six months ended June 30, 2011 have been reclassified from principal transactions to commission income in order to distinguish such revenues (commission equivalents) from revenues earned on financial instruments held in inventory, in order to conform to current year presentation.

Six Months Ended June 30, 2012 and 2011

For the six months ended June 30, 2012, net revenues from continuing operations were $109.4 million, compared to $145.8 million for the six months ended June 30, 2011. The 25.0% decrease in net revenues was due to decreases in net revenues in the MBS & Rates and Investment Banking segments, partially offset by increased net revenues in ClearPoint and the Credit Products segment. Non-interest expenses for the six months ended June 30, 2012 of $146.4 million increased $17.8 million, or 13.8%, compared to $128.6 million for the six months ended June 30, 2011, primarily due to a goodwill impairment charge of $21.1 million and higher clearing, settlement and brokerage expenses related to ClearPoint, partially offset by lower compensation expense attributable to lower net revenues for the six months ended June 30, 2012.

The Company reported a net loss from continuing operations of ($65.5) million for the six months ended June 30, 2012, compared to net income from continuing operations of $9.9 million for the six months ended June 30, 2011. Net loss per diluted share from continuing operations was ($0.55) for the six months ended June 30, 2012, compared ($0.02) for the six months ended June 30, 2011. Income/(loss) from discontinued operations, net of taxes for the six months ended June 30, 2012 and 2011 were $0.0 million and ($13.1) million, respectively.

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Net Revenues

For the six months ended June 30, 2012, net revenues from continuing operations were $109.4 million, compared to $145.8 million for the six months ended June 30, 2011. Commissions and principal transactions revenues decreased $32.0 million, or 33.1%, to $64.6 million for the six months ended June 30, 2012 from $96.6 million for the six months ended June 30, 2011 due to decreases of $48.1 million in the MBS & Rates segment, partially offset by increases in ClearPoint of $11.0 million and the Credit Products segment of $14.1 million. Investment banking revenues decreased $4.6 million, or 22.5%, to $15.8 million for the six months ended June 30, 2012. Investment gains/(losses), which represent the change in the value of the Company s investment in FATV, were flat for the six months ended June 30, 2012 compared to investment losses of ($0.3) million for the six months ended June 30, 2011. Net interest income of $22.6 million as of June 30, 2012, decreased $1.7 million compared to $24.3 million for the six months ended June 30, 2011. This was primarily due to lower average inventory levels. Fees and other revenues of $6.4 million for the six months ended June 30, 2012 increased $3.9 million primarily due to fees earned in connection with the mortgage lending activities of ClearPoint and $1.5 million related to the clawback of certain stock-based compensation grants subject to non-competition provisions, partially offset by the ClearPoint bargain purchase gain of $2.3 million recorded in the prior-year period.

Non-Interest Expense

Non-interest expenses for the six months ended June 30, 2012 of $146.4 million increased $17.8 million, or 13.8%, compared to $128.6 million for the six months ended June 30, 2011.

Compensation and benefits expense was $76.3 million for the six months ended June 30, 2012, a decline of $20.0 million compared to the six months ended June 30, 2011. The decline was primarily attributable to lower net revenues in the MBS & Rates division, partially offset by higher net revenues in the Credit Products division. Compensation and benefits expense related to ClearPoint was also higher compared to the prior-year period resulting from the expansion of the workforce since its acquisition date on January 3, 2011. However, ClearPoint implemented a plan to right-size its workforce during the second quarter of 2012 in order to better align compensation with its distribution capabilities. While reducing compensation expense, this action resulted in approximately $0.4 million of severance expense. Compensation and benefits for the six months ended June 30, 2012 was also reduced by $2.9 million primarily related to stock-based compensation forfeitures of employees within the MBS & Rates division during the second quarter of 2012 (Refer to Segment Highlights MBS & Rates).

The Company recorded a goodwill impairment charge of $21.1 million during the three and six months ended June 30, 2012 (Refer to Note 12 contained in Item 1 of this Quarterly Report on Form 10-Q for additional information).

Clearing, settlement and brokerage costs of $21.7 million for the six months ended June 30, 2012 increased by $11.6 million, or 115.4%, compared to the six months ended June 30, 2011. The increase was primarily due to ClearPoint broker fees resulting from higher loan commitment volumes.

Communications and data processing expense of $6.5 million for the six months ended June 30, 2012 remained relatively unchanged compared to the six months ended June 30, 2011.

Occupancy and depreciation expense of $4.4 million for the six months ended June 30, 2012 remained relatively unchanged compared to the six months ended June 30, 2011.

Business development expense of $2.0 million for the six months ended June 30, 2012 decreased by $0.3 million, or 14.7%, compared to the six months ended June 30, 2011 primarily due to the realignment of the Investment Banking division and resulting decreased headcount which took place in the third quarter of 2011.

Other expenses of $14.5 million for the six months ended June 30, 2012 increased $5.2 million, or 56.0% compared to the six months ended June 30, 2011 primarily due to ClearPoint loan processing fees from increased loan commitment volumes, as well as higher legal, consulting and advisory fees.

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Income Taxes

Six Months Ended June 30, 2012

The Company s effective income tax rate from continuing operations for the six months ended June 30, 2012 was negative 76.9%, resulting in income tax expense of approximately $28.5 million. The abnormal tax rate differs from the federal statutory tax rate of 35% primarily due to the establishment of the previously mentioned valuation allowance against substantially all of the Company s deferred tax assets during the three months ended June 30, 2012 (negative 87%), as well as the previously mentioned non-deductible discrete item attributable to the write-off of goodwill recorded during the three months ended June 30, 3012 (negative 21%) and tax expense associated with stock-based compensation shortfalls (negative 5%).

Six Months Ended June 30, 2011

The Company s effective income tax rate from continuing operations for the six months ended June 30, 2011 of 42.5% resulted in income tax expense of approximately $7.3 million. The Company s tax rate differs from the federal statutory tax rate of 35% primarily due to a re-measurement of net deferred tax assets due to a change in estimate of our apportioned statutory income tax rate and state and local income taxes, partially offset by a benefit related to the ClearPoint bargain purchase gain.

Discontinued Operations

The Company has classified the results of the Equities division as discontinued operations as a result of its decision to exit the business on August 22, 2011. Refer to Notes 23 and 24 within the footnotes to the consolidated financial statements contained in Item 1 of this Quarterly report on Form 10-Q for additional information.

Segment Highlights

Six Months Ended June 30, 2012 and 2011

For presentation purposes, net revenues within each of the businesses are classified, as applicable, into commissions and principal transactions, investment banking, investment gains/(losses), net interest, and other. Commissions and principal transactions include commissions on agency trades and gains and losses from sales and trading activities. Investment banking includes revenues generated from capital raising through underwritings and private placements of equity and debt securities, and financial advisory service fees in regards to mergers and acquisitions, restructuring and corporate finance related matters. Investment gains/(losses) reflect gains and losses on the Company s FATV investment. Other revenues reflect management fees received from FATV, research fees and fees earned related to residential mortgage lending activities of

ClearPoint. Net interest includes interest income net of interest expense and reflects the effect of funding rates on the Company s inventory levels.

Prior period results have been revised to reclassify investment banking revenues and related expenses into the segments within which they are generated, as this is how the segments are currently evaluated. Such revenues were all previously presented within the Investment Banking reportable segment.

The Equities segment results have been reclassified as a discontinued operation and are therefore no longer reported below. In connection with this development, any previously reported intangible asset amortization related to the Equities reporting unit which was previously included within Other has also been reclassified within discontinued operations.

Refer to Note 25 within the footnotes to the consolidated financial statements contained in Item 1 of this Quarterly Report on Form 10-Q for information on assets by segment.

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Investment Banking

(Dollars in thousands)	Six Months Ended June 30, 2012	2011	2012 vs. 2011
Net revenues			
Investment banking	$ 13,263	$ 16,600	(20.1)%
Other			n/a
Total net revenues	$ 13,263	$ 16,600	(20.1)%
Operating expenses	10,489	11,609	(9.7)%
Pre-tax contribution	$ 2,774	$ 4,991	(44.4)%

Investment Banking - Six Months Ended June 30, 2012 vs. 2011

Net revenues were $13.3 million for the six months ended June 30, 2012, a decline of $3.3 million compared to the prior-year period. Net revenues were comprised of $10.8 million and $2.5 million of advisory revenues and capital markets revenues, respectively, for the six months ended June 30, 2012, compared to $11.8 million and $4.8 million of advisory and capital market revenues, respectively, for the second quarter of 2011.

Operating expenses were $10.5 million for the six months ended June 30, 2012, a decrease of $1.1 million compared to the prior-year period. The decrease was primarily due to lower non-compensation expenses as a result of the realignment which took place in the third quarter of 2011, partially offset by lower compensation expense accrued in the prior-year period based upon compensation level expectations which were subsequently adjusted higher in future periods. Compensation accruals (as a percentage of revenue) for the six months ended June 30, 2012 are generally in-line with the level in which compensation was paid for the year ended December 31, 2011. Pre-tax contribution for the quarter ended June 30, 2012 was $2.7 million, compared to $5.0 million for the prior-year period.

MBS & Rates

(Dollars in thousands)	Six Months Ended June 30, 2012	2011	2012 vs. 2011
Net revenues			
Principal transactions	$ 4,107	$ 49,700	(91.7)%
Commissions	755	3,282	(77.0)%
Investment banking	623	1,300	(52.1)%
Net interest	18,640	21,179	(12.0)%
Other	1,488	15	n/a
Total net revenues	$ 25,613	$ 75,476	(66.1)%
Operating expenses	21,872	50,069	(56.3)%
Pre-tax contribution	$ 3,741	$ 25,407	(85.3)%

MBS & Rates - Six Months Ended June 30 2012 vs. 2011

Net revenues were $25.6 million for the six months ended June 30, 2012, a decline of $49.9 million compared to the prior-year period. The decrease in net revenues was largely attributable to non-agency asset-backed securities losses gains of $40.4 million for the prior-year period. Net revenues also declined due to the disruption in sales and trading activities resulting from the previously mentioned employee turnover in connection with the leadership changes in April and May 2012.

Operating expenses were $21.9 million for the six months ended June 30, 2012, a decline of $28.2 million compared to the prior-year period. The decrease was primarily due to lower compensation expense due to the lower revenues. Pre-tax contribution for the six months ended June 30, 2012 was $3.7 million, compared to $25.4 million for the prior-year period.

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Credit Products

	Six Months Ended June 30,		
(Dollars in thousands)	2012	2011	2012 vs. 2011
Net revenues			
Principal transactions	$ 2,614	$ 639	309.2%
Commissions	34,593	31,516	9.8%
Investment banking	1,907	2,464	(22.6)%
Net interest	136	532	(74.4)%
Other	339	165	105.5%
Total net revenues	$ 39,589	$ 35,316	12.1%
Operating expenses	38,992	32,473	20.0%
Pre-tax contribution	$ 597	$ 2,843	(79.0)%

Credit Products - Six Months Ended June 30, 2012 vs. 2011

Net revenues were $39.6 million for the six months ended June 30, 2012, an increase of $4.3 million compared the second quarter of 2011. The increase in net revenues was primarily attributable to higher commissions and principal transaction revenues due to an expanded product profile.

Operating expenses were $39.0 million for the six months ended June 30, 2012, an increase of $6.5 million compared to the prior-year period. The increase was primarily due to higher compensation expense due to the higher revenues, as well as severance expense of $1.7 million (including non-cash stock-based compensation expense of $1.0 million) recorded in the first quarter of 2012. Pre-tax contribution for the six months ended June 30, 2012 was $0.6 million, compared to $2.8 million for the prior-year period.

ClearPoint

	Six Months Ended June 30,		
(Dollars in thousands)	2012	2011	2012 vs. 2011
Net revenues			
Principal transactions	$ 22,492	$ 11,456	96.3%
Net interest	282	43	n/a
Other	4,087	1,867	118.9%
Total net revenues	$ 26,861	$ 13,366	101.0%
Operating expenses	32,226	15,937	102.2%
Pre-tax loss	$ (5,365)	$ (2,571)	108.7%

ClearPoint - Six Months Ended June 30, 2012 vs. 2011

Net revenues were $26.9 million for the six months ended June 30, 2012, an increase of $13.5 million compared to the prior-year period. The increase reflects the start-up nature of ClearPoint s operations during the six months ended June 30, 2011. Net revenues for the six months ended June 30, 2012 reflect the previously mentioned limits implemented on the division s daily average loan commitments to a level that is aligned with its current distribution capabilities. Revenues resulting from prior loan commitment levels were not commercially sustainable and resulted in previously disclosed liquidity constraints. Net revenues for the prior-year period reflect lower daily average loan commitments as the division s operations had commenced on January 3, 2011, offset in part by the loan commitment limits implemented in the second quarter of 2012.

Operating expenses were $32.2 million for the six months ended June 30, 2012, an increase of $16.3 million compared to the prior-year period. Operating expenses include $21.1 million and $8.9 million of broker and loan processing fees for the six months ended June 30, 2012 and the prior-year period, respectively, which are variable expenses directly related to the level of loan commitments for each particular period. Pre-tax loss for the six months ended June 30, 2012 of $5.4 million increased $2.8 million compared to the prior-year period and was primarily due to the limits placed on loan origination activities as a result of the liquidity constraints experienced in the first quarter of 2012. In late May 2012, the division implemented a rightsizing plan in order to better align compensation with distribution capabilities. In connection with this plan, the division incurred approximately $0.4 million of severance expense during the second quarter of 2012.

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Other

(Dollars in thousands)	Six Months Ended June 30, 2012		Six Months Ended June 30, 2011		2012 vs. 2011
Net revenues					
Principal transactions	$	(2)	$	6	n/a
Investment losses		(7)		(318)	n/a
Net interest		3,584		2,574	39.2%
Gain from bargain purchase ClearPoint Funding, Inc. acquisition				2,330	n/a
Other		489		418	17.0%
Total net revenues	$	4,064	$	5,010	(18.9)%
Operating expenses		42,844		18,536	131.1%
Pre-tax loss	$	(38,780)	$	(13,526)	186.7%

Other - Six Months Ended June 30, 2012 vs. 2011

Net revenues were $4.1 million for the six months ended June 30, 2012, a decline of $0.9 million compared to the prior-year period. The decline in net revenue was primarily attributable to the ClearPoint bargain purchase gain of $2.3 million recorded during the prior-year period, partially offset by higher net interest income during the six months ended June 30, 2012.

Operating expenses were $42.8 million for the six months ended June 30, 2012, an increase of $24.3 million compared to the prior-year period. The increase was primarily due to the previously mentioned goodwill impairment charge of $21.1 million recognized in the second quarter of 2012. Operating expenses were also impacted by higher legal, consulting and advisory fees. Pre-tax loss was $38.8 million for the six months ended June 30, 2012 compared to $13.5 million for the prior-year period.

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Explanation and Reconciliation of the Company s Use of Non-GAAP Financial Results

The Company has included certain financial metrics that were not prepared in accordance with GAAP. These non-GAAP financial results, which include presentations of net revenues, compensation and benefits, non-compensation expenses, income before income taxes from continuing operations, provision for income taxes, net income from continuing operations, compensation expense ratios, pre-tax margin, return on average tangible equity and diluted earnings per share, are presented as an additional aid in understanding and analyzing the Company s financial results for the three and six months ended June 30, 2012 and 2011, respectively. Specifically, the Company believes that the non-GAAP results provide useful information by excluding certain items that may not be indicative of the Company s core operating results or business outlook and also to emphasize information that is critical to understanding the Company s performance. These non-GAAP amounts exclude items reflected as adjustments within the Reconciliation of GAAP to Non-GAAP Income from Continuing Operations table below. The Company believes these non-GAAP results will allow for a better evaluation of the operating performance of the Company s business and facilitate a meaningful comparison of the Company s results in the current period to those in prior periods and future periods. References to these non-GAAP results should not be considered a substitute for results that are presented in a manner consistent with GAAP.

A limitation of utilizing these non-GAAP financial results is that the GAAP accounting effects of these excluded items do in fact reflect the underlying financial results of the Company s business, and these effects should not be ignored in evaluating and analyzing its financial results. Therefore, the Company believes that non-GAAP results should always be considered together with their corresponding GAAP results.

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Reconciliation of GAAP to Non-GAAP Loss from Continuing Operations (2012 - Unaudited)

(Dollars in thousands, except per share amounts)	Three Months Ended June 30, 2012 GAAP	Adjustments	Non-GAAP	Six Months Ended June 30, 2012 GAAP	Adjustments	Non-GAAP
Net Revenues	$ 44,647	$	$ 44,647	$ 109,390	$	$ 109,390
Expenses (excluding interest):						
Compensation and benefits	32,606		32,606	76,325	(1,650)(1)	74,675
Non-compensation expenses	43,792	(21,096)(2)	22,696	70,098	(21,096)(2)	49,002
Total expenses (excluding interest)	76,398	(21,096)	55,302	146,423	(22,746)	123,677
Loss from continuing operations before income taxes	(31,751)	21,096	(10,655)	(37,033)	22,746	(14,287)
Provision for income taxes	29,058	(32,074)(3)	(3,016)	28,492	(31,371)(4)	(2,879)
Net loss from continuing operations	**$ (60,809)**	**$ 53,170**	**$ (7,639)**	**$ (65,525)**	**$ 54,117**	**$ (11,408)**
Earnings per share:						
Diluted continuing operations	$ (0.51)		$ (0.06)(5)	$ (0.55)	$	$ (0.10)(5)
As a percentage of net revenues:						
Compensation and benefits	73.0%		73.0%	69.8%		68.3%
Loss from continuing operations before income taxes	(71.1)%		(23.9)%	(33.9)%		(13.1)%

(1) Represents severance expense (of which $1.0 million is non-cash stock-based compensation).

(2) Represents the goodwill impairment charge recognized during the three months ended June 30, 2012.

(3) Adjustment to remove the effects of the valuation allowance on the Company s deferred tax assets (note: the goodwill impairment charge is non-deductible for tax purposes).

(4) Represents the compensation and benefits adjustment of $1.7 million multiplied by the Company s statutory tax rate of 42.6%, plus the removal of the effects of the valuation allowance on the Company s deferred tax assets (note: the goodwill impairment charge is non-deductible for tax purposes).

(5) Non-GAAP net loss from continuing operations divided by 119.6 million and 119.2 million dilutive shares for the three and six months ended June 30, 2012, respectively.

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Reconciliation of GAAP to Non-GAAP Income from Continuing Operations (2011 - Unaudited)

(Dollars in thousands, except per share amounts)	Three Months Ended June 30, 2011 GAAP	Adjustments	Non-GAAP	Six Months Ended June 30, 2011 GAAP	Adjustments	Non-GAAP
Net Revenues	$ 56,379	$	$ 56,379	$ 145,768	$ (2,330)(1)	$ 143,438
Expenses (excluding interest):						
Compensation and benefits	37,286	(1,685)(2)	35,601	96,374	(1,685)(2)	94,689
Non-compensation expenses	16,677		16,677	32,250		32,250
Total expenses (excluding interest)	53,963	(1,685)	52,278	128,624	(1,685)	126,939
Income from continuing operations before income taxes	2,416	1,685	4,101	17,144	(645)	16,499
Provision for income taxes	1,164	718(3)	1,882	7,293	718(4)	8,011
Net income from continuing operations	**$ 1,252**	**$** 967	**$ 2,219**	**$ 9,851**	**$ (1,363)**	**$ 8,488**
Earnings per share:						
Diluted continuing operations	$ 0.01		$ 0.02(5)	$ 0.08	$	$ 0.06(5)
As a percentage of net revenues:						
Compensation and benefits	66.1%		63.1%	66.1%		66.0%
Income from continuing operations before income taxes	2.2%		7.3%	11.8%		11.5%

(1) Represents the bargain purchase gain related to the ClearPoint acquisition on January 3, 2011.

(2) Compensation related to the resignation of the former interim CEO in the second quarter of 2011.

(3) Non-GAAP adjustments multiplied by the Company s statutory rate of 42.6%

(4) Non-GAAP adjustments (excluding bargain purchase gain which is non-taxable) multiplied by the Company s statutory rate of 42.6%.

(5) Non-GAAP net income from continuing operations divided by 130.6 million dilutive shares.

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Return on Average Tangible Stockholders Equity - Annualized (Non-GAAP)

Presented below is information on the Company s annualized return on average tangible stockholders equity (Non-GAAP):

(Dollars in thousands)	**Three Months Ended June 30, 2012**	**Three Months Ended June 30, 2011**	**Six Months Ended June 30, 2012**	**Six Months Ended June 30, 2011**
Net (loss)/income from continuing operations (non-GAAP)	$ (7,639)(1)	$ 2,219(1)	$ (11,408)(1)	$ 8,488(1)
Plus: Amortization of intangibles, net of tax	70	418	141	871
Net (loss)/income from continuing operations, adjusted (non-GAAP)	(7,569)	2,637	(11,267)	9,359
Net (loss)/income from continuing operations, adjusted (non-GAAP) - annualized	**$ (30,276)**	**$ 10,548**	**$ (22,534)**	**$ 18,718**
Average total stockholders equity (GAAP)	$			