

HFF, Inc.  
Form 10-Q  
November 14, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 10-Q**

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

**For the quarterly period ended September 30, 2007**

**OR**

☐ **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: 001-33280**

**HFF, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of Incorporation)

**51-0610340**

(I.R.S. Employer Identification No.)

**One Oxford Centre  
301 Grant Street, Suite 600**

**Pittsburgh, Pennsylvania**

(Address of principal executive offices)

**15219**

(Zip code)

(412) 281-8714

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-Accelerated filer ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Number of shares of common stock, par value \$0.01 per share, of the registrant outstanding as of November 8, 2007 was 16,445,000 shares.

**HFF, INC. AND SUBSIDIARIES**  
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**September 30, 2007**

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**FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q contains forward-looking statements, which reflect our current views with respect to, among other things, our operations and financial performance. You can identify these forward-looking statements by the use of words such as outlook, believes, expects, potential, continues, may, will, should, approximately, predicts, intends, plans, estimates, anticipates or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include, but are not limited to, those described under Risk Factors. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this Quarterly Report on Form 10-Q. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

**SPECIAL NOTE REGARDING THE REGISTRANT**

In connection with our initial public offering of our Class A common stock in February 2007, we effected a reorganization of our business, which had previously been conducted through HFF Holdings LLC ( HFF Holdings ) and certain of its wholly-owned subsidiaries, including Holliday Fenoglio Fowler, L.P. and HFF Securities L.P. (together, the Operating Partnerships ) and Holliday GP Corp. ( Holliday GP ). In the reorganization, HFF, Inc., a newly-formed Delaware corporation, purchased from HFF Holdings all of the shares of Holliday GP, which is the sole general partner of each of the Operating Partnerships, and approximately 45% of the partnership units in each of the Operating Partnerships (including partnership units in the Operating Partnerships held by Holliday GP) in exchange for the net proceeds from the initial public offering and one share of Class B common stock of HFF, Inc. Following this reorganization and as of the closing of the initial public offering on February 5, 2007, HFF, Inc. is a holding company holding partnership units in the Operating Partnerships and all of the outstanding shares of Holliday GP. HFF Holdings and HFF, Inc., through their wholly-owned subsidiaries, are the only limited partners of the Operating Partnerships. We refer to these transactions collectively in this Quarterly Report on Form 10-Q as the reorganization transactions. Unless we state otherwise, the information in this Quarterly Report on Form 10-Q gives effect to these reorganization transactions.

Unless the context otherwise requires, references to (1) HFF Holdings refer solely to HFF Holdings LLC, a Delaware limited liability company that was previously the holding company for our consolidated subsidiaries, and not to any of its subsidiaries, (2) HFF LP refer to Holliday Fenoglio Fowler, L.P., a Texas limited partnership, (3) HFF Securities refer to HFF Securities L.P., a Delaware limited partnership and registered broker-dealer, (4) Holliday GP refer to Holliday GP Corp., a Delaware corporation and the general partner of HFF LP and HFF Securities, (5) HoldCo LLC refer to HFF Partnership Holdings LLC, a Delaware limited liability company and a wholly-owned subsidiary of HFF, Inc. and (6) Holdings Sub refer to HFF LP Acquisition LLC, a Delaware limited liability company and wholly-owned subsidiary of HFF Holdings. Our business operations are conducted by HFF LP and HFF Securities which are sometimes referred to in this Quarterly Report on Form 10-Q as the Operating Partnerships. Also, except where specifically noted, references in this Quarterly Report on Form 10-Q to the Company, we or us mean HFF, Inc., the newly-formed Delaware corporation and its consolidated subsidiaries after giving effect to the reorganization transactions.

**Table of Contents****PART 1. FINANCIAL INFORMATION****Item 1. Financial Statements**

HFF, Inc.  
Consolidated Balance Sheets  
(Dollars In Thousands)

|  | September<br>30,<br>2007<br>(unaudited) | December 31,<br>2006<br>(audited) |
|--|---|-----------------------------------|
| <b>Assets</b>  |   |                                   |
| Current assets:  |   |                                   |
| Cash and cash equivalents  | \$ 59,560                               | \$ 3,345                          |
| Restricted cash (Note 6)   | 484                                     | 2,440                             |
| Accounts receivable  | 1,045                                   | 2,508                             |
| Receivable from affiliates (Note 17)   |   | 3,003                             |
| Mortgage notes receivable (Note 7)   | 67,750                                  | 125,700                           |
| Prepaid expenses and other current assets                                    | 2,958                                   | 4,533                             |
| Deferred tax asset, net  | 20                                      |                                   |
| Total current assets, net  | 131,817                                 | 141,529                           |
| Property and equipment, net (Note 4)   | 7,138                                   | 5,040                             |
| Deferred tax asset   | 132,564                                 |                                   |
| Goodwill   | 3,712                                   | 3,712                             |
| Intangible assets, net (Note 5)  | 4,715                                   | 3,293                             |
| Other noncurrent assets  | 634                                     | 728                               |
|  | <b>\$ 280,580</b>                       | <b>\$ 154,302</b>                 |
| <b>Liabilities and stockholders' equity / partners' (deficiency):</b>        |   |                                   |
| Current liabilities:   |   |                                   |
| Current portion of long-term debt (Note 6)                                   | \$ 64                                   | \$ 56,393                         |
| Warehouse line of credit (Note 7)  | 67,750                                  | 125,700                           |
| Accrued compensation and related taxes                                       | 27,425                                  | 10,836                            |
| Accounts payable   | 1,197                                   | 856                               |
| Payable to affiliates (Note 17)  | 6,094                                   |                                   |
| Other current liabilities  | 1,130                                   | 2,162                             |
| Total current liabilities  | 103,660                                 | 195,947                           |
| Deferred rent credit   | 4,756                                   | 2,404                             |
| Payable to minority interest holder under tax receivable agreement (Note 12) | 116,709                                 |                                   |
| Other long-term liabilities  | 83                                      | 178                               |
| Long-term debt, less current portion (Note 6)                                | 70                                      | 91                                |
| Total liabilities  | 225,278                                 | 198,620                           |
| Minority interest (Note 14)  | 19,660                                  |                                   |

Stockholders' equity / partners' (deficiency):

|  |                  |           |
|--|------------------|-----------|
| Class A common stock, par value \$0.01 per share, 175,000,000 and 1,000 shares authorized, 16,445,000 and 1 share(s) outstanding, respectively | <b>164</b>       |           |
| Class B common stock, par value \$0.01 per share, 1 share authorized, and 1 share outstanding  |                  |           |
| Additional paid in capital   | <b>25,064</b>    |           |
| Partners' (deficiency)   |                  | (44,318)  |
| Retained earnings  | <b>10,414</b>    |           |
| Total stockholders' equity / partners' (deficiency)  | <b>35,642</b>    | (44,318)  |
|  | <b>\$280,580</b> | \$154,302 |

*See accompanying notes to the consolidated financial statements.*

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HFF, Inc.  
Consolidated Statements of Income  
*(Dollars In Thousands, except per share data)*

|   | <b>Three Months Ended<br/>September 30,</b> |               | <b>Nine Months Ended<br/>September 30,</b> |                |
|---|---|---------------|--|----------------|
|   | <b>2007</b>                                 | <b>2006</b>   | <b>2007</b>                                | <b>2006</b>    |
| <b>Revenues</b>   |   |               |  |                |
| Capital markets services revenue  | \$ 66,463                                   | \$ 53,947     | \$ 199,565                                 | \$ 153,586     |
| Interest on mortgage notes receivable                                     | 246   | 163           | 1,081                                      | 662            |
| Other   | 1,320                                       | 820           | 2,714                                      | 2,289          |
|   | <b>68,029</b>                               | <b>54,930</b> | <b>203,360</b>                             | <b>156,537</b> |
| <b>Expenses</b>   |   |               |  |                |
| Cost of services  | 39,166                                      | 29,198        | 116,854                                    | 89,340         |
| Personnel   | 4,605                                       | 3,327         | 14,307                                     | 10,110         |
| Occupancy   | 2,134                                       | 1,730         | 6,012                                      | 4,629          |
| Travel and entertainment  | 991   | 1,363         | 4,635                                      | 3,842          |
| Supplies, research, and printing  | 2,655                                       | 2,091         | 6,703                                      | 4,800          |
| Insurance   | 518   | 177           | 1,420                                      | 1,056          |
| Professional fees   | 1,370                                       | 641           | 4,235                                      | 1,295          |
| Depreciation and amortization   | 993   | 623           | 2,891                                      | 2,039          |
| Interest on warehouse line of credit                                      | 263   | 166           | 1,169                                      | 676            |
| Other operating   | 1,734                                       | 1,467         | 4,441                                      | 3,548          |
|   | <b>54,429</b>                               | <b>40,783</b> | <b>162,667</b>                             | <b>121,335</b> |
| Operating income  | <b>13,600</b>                               | <b>14,147</b> | <b>40,693</b>                              | <b>35,202</b>  |
| Interest and other income   | 2,170                                       | 185           | 4,086                                      | 629            |
| Interest expense  | (4)   | (1,148)       | (404)                                      | (2,377)        |
| Income before income taxes and minority interest                          | <b>15,766</b>                               | <b>13,184</b> | <b>44,375</b>                              | <b>33,454</b>  |
| Income tax expense  | 2,947                                       | 6             | 7,839                                      | 213            |
| Income before minority interest   | <b>12,819</b>                               | <b>13,178</b> | <b>36,536</b>                              | <b>33,241</b>  |
| Minority interest   | <b>8,808</b>                                |               | <b>24,229</b>                              |                |
| Net income  | \$ 4,011                                    | \$ 13,178     | \$ 12,307                                  | \$ 33,241      |
| Less net income earned prior to IPO and reorganization ( <i>Note 13</i> ) |   | (13,178)      | (1,893)                                    | (33,241)       |
| Net income attributable to Class A common stockholders                    | \$ 4,011                                    | \$            | \$ 10,414                                  | \$             |

Earnings per share of Class A common stock:

|         |    |            |    |            |
|---------|----|------------|----|------------|
| Basic   | \$ | <b>.24</b> | \$ | <b>.72</b> |
| Diluted | \$ | <b>.24</b> | \$ | <b>.72</b> |

*See accompanying notes to the consolidated statements.*

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HFF, Inc.  
Consolidated Statements of Stockholders' Equity/Partners' Capital (Deficiency)  
*(Dollars In thousands, except share data)*

|  | <b>Common Stock<br/>Shares</b> | <b>Common Stock<br/>Amount</b> | <b>Partners<br/>Capital</b> | <b>Additional<br/>Paid in<br/>Capital</b> | <b>Retained<br/>Earnings</b> | <b>Total</b> |
|--|--------------------------------|--------------------------------|-----------------------------|---|------------------------------|--------------|
| Stockholders equity /<br>partners' (deficiency),<br>December 31, 2006  | 1                              | \$                             | \$(44,318)                  | \$  | \$                           | \$(44,318)   |
| Net income for the period<br>from January 1 to<br>January 30, 2007   |                                |                                | 1,893                       |   |                              | 1,893        |
| Distributions  |                                |                                | (5,299)                     |   |                              | (5,299)      |
| Repurchase of Class A<br>Common stock  | (1)                            |                                |                             |   |                              |              |
| Net proceeds received from<br>the issuance of 16,445,000<br>class A common stock in the<br>initial public offering (IPO),<br>less the utilization of net IPO<br>proceeds for the repayment<br>of bank term debt and the<br>purchase of HFF Holdings<br>interest in Holliday GP and<br>45% of HFF Holdings<br>interest in the Operating<br>Partnerships resulting in the<br>elimination of partners<br>capital and the recording of<br>minority interest to<br>effectuate the reorganization,<br>as more fully described in<br>Note 1 | 16,445,000                     | 164                            | 47,724                      | 3,997                                     |                              | 51,885       |
| Record the adjustments to<br>give effect to the tax<br>receivable agreement with<br>HFF Holdings as more fully<br>discussed in Note 12   |                                |                                |                             | 20,594                                    |                              | 20,594       |
| Stock compensation and<br>other, net   |                                |                                |                             | 473                                       |                              | 473          |
| Net income for the period<br>from January 31 to<br>September 30, 2007  |                                |                                |                             |   | 10,414                       | 10,414       |
| Stockholders' equity,<br>September 30, 2007  | 16,445,000                     | \$164                          | \$                          | \$25,064                                  | \$10,414                     | \$ 35,642    |

*See accompanying notes to the consolidated financial statements.*

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HFF, Inc.  
Consolidated Statements of Cash Flows  
(Dollars In Thousands)

|   | Nine Months Ended September<br>30 |           |
|---|-----------------------------------|-----------|
|   | 2007                              | 2006      |
| <b>Operating activities</b>   |                                   |           |
| Net income  | \$ 12,307                         | \$ 33,241 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                   |           |
| Minority interest   | 24,229                            |           |
| Stock based compensation  | 646                               |           |
| Deferred taxes  | 4,720                             |           |
| Depreciation and amortization:  |                                   |           |
| Property and equipment  | 1,874                             | 1,244     |
| Intangibles   | 1,017                             | 795       |
| Gain on sale or disposition of assets, net  | (405)                             | (260)     |
| Mortgage servicing rights assumed   | (2,045)                           |           |
| Increase (decrease) in cash from changes in:                                      |                                   |           |
| Restricted cash   | 1,956                             | 109       |
| Accounts receivable   | 1,463                             | (780)     |
| Receivable from affiliates, net   | 2,411                             | (905)     |
| Mortgage notes receivable   | 57,950                            | (24,850)  |
| Prepaid expenses and other current assets   | 1,575                             | (694)     |
| Other noncurrent assets   | 94                                | 468       |
| Accrued compensation and related taxes  | 16,589                            | 7,088     |
| Accounts payable  | 341                               | 603       |
| Other accrued liabilities   | (1,032)                           | 911       |
| Other long-term liabilities   | 2,257                             | 426       |
| Net cash provided by operating activities   | 125,947                           | 17,396    |
| <b>Investing activities</b>   |                                   |           |
| Purchases of property and equipment   | (4,273)                           | (2,085)   |
| Net cash used in investing activities   | (4,273)                           | (2,085)   |
| <b>Financing activities</b>   |                                   |           |
| Net borrowings on warehouse line of credit  | (57,950)                          | 24,850    |
| Net borrowings on long-term debt  |                                   | 60,000    |
| Payments on long-term debt  | (56,350)                          | (2,590)   |
| Issuance of common stock, net   | 272,118                           |           |
| Purchase of ownership interests in Operating Partnerships and Holliday GP         | (215,931)                         |           |
| Deferred financing costs  | (276)                             | (975)     |
| Distributions to members and minority interest holder                             | (7,070)                           | (93,051)  |
| Net cash used in financing activities   | (65,459)                          | (11,766)  |

|   |                  |                  |
|---|------------------|------------------|
| Net increase in cash  | <b>56,215</b>    | 3,545            |
| Cash and cash equivalents, beginning of period                  | <b>3,345</b>     | 8,836            |
| Cash and cash equivalents, end of period                        | <b>\$ 59,560</b> | <b>\$ 12,381</b> |
| <b>Supplemental disclosure of non-cash financing activities</b> |                  |                  |
| Tax distribution declared to minority interest holder           | <b>\$ 7,274</b>  | <b>\$</b>        |

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HFF, Inc.

Notes to Consolidated Financial Statements

**1. Organization and Basis of Presentation**

**Organization**

HFF, Inc., a Delaware corporation (the Company), through its Operating Partnerships, Holliday Fenoglio Fowler, L.P., a Texas limited partnership (HFF LP) and HFF Securities L.P., a Delaware limited partnership and registered broker-dealer (HFF Securities and together with HFF LP, the Operating Partnerships), is a financial intermediary and provides capital market services including debt placement, investment sales, structured finance, private equity, investment banking and advisory services, note sale and note advisory services and commercial loan servicing and commercial real estate structured financing placements and loan servicing in 18 cities in the United States.

HFF LP was acquired on June 16, 2003 and accounted for in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, *Business Combinations*, or SFAS 141. The total purchase price of \$8.8 million was allocated to the assets acquired and liabilities assumed based on estimated fair values at the date of acquisition.

During 2004, HFF LP and Holliday GP Corp., a Delaware corporation (Holliday GP), formed HFF Securities. HFF Securities is a broker-dealer that performs private placements of securities by raising equity capital from institutional investors for discretionary, commingled real estate funds to execute real estate acquisitions, recapitalizations, developments, debt investments, and other real estate-related strategies. HFF Securities may also provide other investment banking and advisory services on various project or entity-level strategic assignments such as mergers and acquisitions, sales and divestitures, recapitalizations and restructurings, privatizations, management buyouts, and arranging joint ventures for specific real estate strategies.

**Offering and Reorganization**

The Company was formed in November 2006 in connection with a proposed initial public offering of its Class A common stock. On November 9, 2006, HFF, Inc. filed a registration statement on Form S-1 with the United States Securities and Exchange Commission (the SEC) relating to a proposed underwritten initial public offering of 14,300,000 shares of Class A common stock of HFF, Inc. On January 30, 2007, the SEC declared the registration statement on Form S-1 effective and the Company priced 14,300,000 shares for the initial public offering at a price of \$18.00 per share. On January 31, 2007, the Company's common stock began trading on the New York Stock Exchange under the symbol HF.

On February 5, 2007, the Company closed its initial public offering of 14,300,000 shares of common stock. Net proceeds from the sale of the stock were \$236.4 million, net of \$18.0 million of underwriting commissions and \$3.0 million of offering expenses. The proceeds of the public offering were used to purchase from HFF Holdings LLC, a Delaware limited liability company (HFF Holdings), all of the shares of Holliday GP and purchase from HFF Holdings partnership units representing approximately 39% of each of the Operating Partnerships (including partnership units in the Operating Partnerships held by Holliday GP). HFF Holdings used approximately \$56.3 million of its proceeds to repay all outstanding indebtedness under HFF LP's credit agreement. Accordingly, the Company did not retain any of the proceeds from this offering.

On February 21, 2007, the underwriters exercised their option to purchase an additional 2,145,000 shares of Class A common stock (15% of original issuance) at \$18.00 per share. Net proceeds of the overallotment were \$35.9 million, net of \$2.7 million of underwriting commissions and other expenses. These proceeds were used to purchase HFF Holdings partnership units representing approximately 6.0% of each of the Operating Partnerships. Accordingly the Company did not retain any of the proceeds from this offering.

In addition to cash received for its sale of all of the shares of Holliday GP and approximately 45% of partnership units of each of the Operating Partnerships (including partnership units in the Operating Partnerships held by Holliday GP), HFF Holdings also received, through the issuance of one share of HFF, Inc.'s Class B common stock to HFF Holdings, an exchange right that will permit HFF Holdings to exchange interests in the Operating Partnerships for shares of (i) HFF, Inc.'s Class A common stock (the Exchange Right) and (ii) rights under a tax receivable agreement between the Company and HFF Holdings (the TRA). See Notes 14 and 12 for further discussion of the exchange right held by the majority interest holder and the tax receivable agreement.



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As a result of the reorganization, the Company became a holding company through a series of transactions pursuant to a sale and merger agreement. Pursuant to the offering and reorganization, HFF, Inc.'s sole assets are, through its wholly-owned subsidiary HFF Partnership Holdings, LLC, a Delaware limited liability company ( Partnership Holdings ), approximately 45% of the partnership interests of each of HFF LP and HFF Securities and all of the shares of Holliday GP.

The reorganization transaction was treated, for financial reporting purposes, as a reorganization of entities under common control. As such, these financial statements present the consolidated financial position and results of operations as if HFF, Inc., Holliday GP and the Operating Partnerships (collectively referred to as the Company) were consolidated for all periods presented. All income earned by the Operating Partnerships prior to the offering is attributable to members of HFF Holdings, and is reflected in partners' capital (deficiency) within the statement of equity. Income earned by the Operating Partnerships subsequent to the offering and attributable to the members of HFF Holdings is recorded as minority interest in the consolidated financial statements, with remaining income less applicable income taxes attributable to Class A common stockholders.

### **Basis of Presentation**

The accompanying consolidated financial statements of HFF, Inc. as of September 30, 2007 and December 31, 2006 and for the three and nine months ended September 30, 2007 and 2006, include the accounts of HFF LP, HFF Securities, and HFF, Inc.'s wholly-owned subsidiaries, Holliday GP and Partnership Holdings. All significant intercompany accounts and transactions have been eliminated.

The purchase of shares of Holliday GP and partnership units in each of the Operating Partnerships are treated as a reorganization under common control for financial reporting purposes. HFF Holdings owned 100% of Holliday GP, HFF LP Acquisition, LLC, a Delaware limited liability company ( Holdings Sub ), and the Operating Partnerships prior to the reorganization transaction and will continue to control these entities through HFF, Inc., the new public company. The initial purchase of shares of Holliday GP and the initial purchase of units in the Operating Partnerships were accounted for at historical cost, with no change in basis for financial reporting purposes. Accordingly, the net assets of HFF Holdings purchased by HFF, Inc. are reported in the consolidated financial statements of HFF, Inc. at HFF Holdings' historical cost.

As the sole stockholder of Holliday GP, the sole general partner of the Operating Partnerships, HFF, Inc. now operates and controls all of the business and affairs of the Operating Partnerships. HFF, Inc. will consolidate the financial results of the Operating Partnerships, and the ownership interest of HFF Holdings in the Operating Partnerships will be treated as a minority interest in HFF, Inc.'s consolidated financial statements. HFF Holdings through its wholly-owned subsidiary, Holdings Sub, and HFF, Inc., through its wholly-owned subsidiaries Partnership Holdings and Holliday GP, are the only partners of the Operating Partnerships following the offering.

All income earned by the Operating Partnerships prior to the offering is attributable to members of HFF Holdings, and is reflected in partners' capital (deficiency) within the statement of equity. Income earned by the Operating Partnerships subsequent to the offering and attributable to the members of HFF Holdings based on their remaining ownership interest (*see Notes 13 and 14*) is recorded as minority interest in the consolidated financial statements, with remaining income less applicable income taxes attributable to Class A common stockholders, and considered in the determination of earnings per share of Class A common stock (*see Note 16*).

### **Reclassifications**

Certain items in the consolidated financial statements of prior year periods have been reclassified to conform to the current year period's presentation.

**Table of Contents****2. Summary of Significant Accounting Policies**

These interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) for interim financial information, the instructions to Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X and should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2006. Accordingly, significant accounting policies and disclosures normally provided have been omitted as such items are disclosed therein. In the opinion of management, all adjustments consisting of normal and recurring entries considered necessary for a fair presentation of the results for the interim periods presented have been included. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts in the financial statements and accompanying notes. These estimates are based on information available as of the date of the unaudited consolidated financial statements. Therefore, actual results could differ from those estimates. Furthermore, operating results for the three and nine month periods ended September 30, 2007 are not necessarily indicative of the results expected for the year ending December 31, 2007.

**Consolidation**

HFF, Inc. controls the activities of the operating partnerships through its 100% ownership interest of Holliday GP. As such, in accordance with FASB Interpretation 46(R), *Consolidation of Variable Interest Entities (revised December 2003)* an interpretation of ARB No. 51 (Issued 12/03) and Emerging Issues Task Force Abstract 04-5, *Determining Whether a General Partner, or General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights*, Holliday GP consolidates the Operating Partnerships as Holliday GP is the sole general partner of the Operating Partnerships and the limited partners do not have substantive participating rights or kick out rights. The ownership interest of HFF Holdings in the Operating Partnerships is reflected as a minority interest in HFF, Inc.'s consolidated financial statements.

The accompanying consolidated financial statements of HFF, Inc. as of September 30, 2007 and December 31, 2006, and for the three and nine month periods ended September 30, 2007 and September 30, 2006, include the accounts of HFF LP, HFF Securities, and HFF, Inc.'s wholly-owned subsidiaries, Holliday GP and Partnership Holdings. The ownership interest of HFF Holdings in HFF LP and HFF Securities is treated as a minority interest in the consolidated financial statements of HFF, Inc. All significant intercompany accounts and transactions have been eliminated.

**Property and Equipment**

Property and equipment are recorded at cost, except for those assets acquired on June 16, 2003, which were recorded at their estimated fair values. Effective July 1, 2007 the Company changed its depreciation methodology for furniture, office equipment and computer equipment from an accelerated method over five to seven years, to the straight-line method over three to seven years. In accordance with Statement of Financial Accounting Standards Board (SFAS) No. 154, *Accounting Changes and Error Corrections*, the Company accounted for this change during the quarter-ending September 30, 2007. The effect on the quarter-to-date and year-to-date results was not material to the financial statements. The Company believes that the straight-line method is preferable over the accelerated method as it provides a more accurate allocation of asset costs to the periods in which the assets are utilized, and provides consistency between asset classes for financial reporting purposes.

The Company's depreciation methodology for software costs, leasehold improvements and capital leases remains unchanged. Software costs are depreciated using the straight-line method over three years, capital leases are depreciated using the straight-line method over the term of the lease, and leasehold improvements are depreciated using the straight-line method over the shorter of the term of the lease or the life of the asset.

Expenditures for routine maintenance and repairs are charged to expense as incurred. Renewals and betterments which substantially extend the useful life of an asset are capitalized.

**Income Taxes**

HFF, Inc. and Holliday GP are corporations, and the Operating Partnerships are limited partnerships. The Operating Partnerships are subject to state and local income taxes. Income and expenses of the Operating Partnerships have been passed through and are reported on the individual tax returns of the members of HFF Holdings and on the corporate income tax returns of HFF, Inc. and Holliday GP. Income taxes shown on the Company's consolidated statements of income reflect federal income taxes of the corporation and business and corporate income taxes in various jurisdictions. These taxes are assessed on the net income of the corporations, including its share of the Operating



Partnerships' net income.

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax losses and tax credit carryforwards, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates will be recognized in income in the period of the tax rate change. In assessing the realizability of deferred tax assets, the Company will consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized.

#### **Earnings Per Share**

Subsequent to the offering, the Company computes net income per share in accordance with SFAS No. 128, *Earnings Per Share*. Basic net income per share is computed by dividing income available to Class A common stockholders by the weighted average of common shares outstanding for the period. Diluted net income per share reflects the assumed conversion of all dilutive securities (see *Note 16*). Prior to the reorganization and the offering, the Company historically operated as a series of related partnerships and limited liability companies. There was no single capital structure upon which to calculate historical earnings per share information. Accordingly, earnings per share information has not been presented for periods prior to the offering.

**Table of Contents****Mortgage Servicing Rights**

Servicing rights were recorded at their estimated fair value of \$5.4 million on June 16, 2003 in connection with the acquisition of HFF LP, and are being amortized over the expected life of the mortgage servicing rights in proportion to the estimated future net servicing income. Additionally, servicing rights are capitalized for servicing assumed on loans originated and sold to the Federal Home Loan Mortgage Corporation (Freddie Mac) with servicing retained based on an allocation of the carrying amount of the loan and the servicing right in proportion to the relative fair values at the date of sale. These servicing rights are recorded at the lower of cost or fair value and are being amortized over their expected life in proportion to the estimated future net servicing income. The determination of fair value of the servicing rights is determined using a discounted cash flow model which considers various factors such as estimated prepayment speeds of the underlying mortgages, the estimated life of the mortgages, the estimated cost to service the loans, and the discount rate.

Effective January 1, 2007, the Company adopted the provisions of SFAS No. 156, *Accounting for Servicing of Financial Assets – an amendment of FASB Statement No. 140*, or SFAS 156. Under SFAS 156, the standard requires an entity to recognize a servicing asset or servicing liability at fair value each time it undertakes an obligation to service a financial asset by entering into a servicing contract, regardless of whether explicit consideration is initially exchanged upon assumption of the servicing contract. The statement also permits a company to choose to either subsequently measure servicing rights at fair value and to report changes in fair value in earnings, or to retain the amortization method whereby servicing rights are recorded at the lower of cost or fair value and are amortized over their expected life. The Company retained the amortization method upon adoption of SFAS 156, but began recognizing the fair value of servicing contracts involving no consideration assumed after January 1, 2007, which resulted in the Company recording \$1.1 million and \$2.0 million of intangible assets and income upon initial recognition of the servicing rights for the three and nine months ended September 30, 2007, respectively. These amounts are recorded in Interest and other income in the Consolidated Income Statement.

**Stock Based Compensation**

Effective January 1, 2006, the Company adopted SFAS No. 123(R), *Share Based Payment*, or SFAS 123(R), using the modified prospective method. Under this method, the Company recognizes compensation costs based on grant-date fair value for all share-based awards granted, modified or settled after January 1, 2006, as well as for any awards that were granted prior to the adoption for which requisite service has not been provided as of January 1, 2006. The Company did not grant any share-based awards prior to January 31, 2007. SFAS 123(R) requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees and directors, including employee stock options and other forms of equity compensation based on estimated fair values. The Company estimates the grant-date fair value of stock options using the Black-Scholes option-pricing model. For restricted stock awards, the fair value of the awards is calculated as the difference between the market value of the Company's Class A common stock on the date of grant and the purchase price paid by the employee. The Company's awards are generally subject to graded vesting schedules. Compensation expense is adjusted for estimated forfeitures and is recognized on a straight-line basis over the requisite service period of the award. Forfeiture assumptions are evaluated on a quarterly basis and updated as necessary.

**Table of Contents****Recent Accounting Pronouncements**

*FIN 48.* In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109, or FIN 48. This interpretation clarifies the application of SFAS No. 109, Accounting for Income Taxes, by defining a criterion that an individual tax position must meet for any part of the benefit of that position to be recognized in an enterprise's financial statements and also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006, but earlier adoption is permitted. The Company adopted FIN 48 on January 1, 2007, the effect of which was immaterial to the consolidated financial statements. The Company has determined that no unrecognized tax benefits need to be recorded as of September 30, 2007.

*SFAS 157.* In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, or SFAS 157. SFAS 157 was issued to define fair value, establish a framework for measuring fair value in generally accepted accounting principles (GAAP), and to expand fair value disclosure requirements. Prior to issuance of SFAS 157, different definitions of fair value existed within GAAP, and there was limited guidance available on applying existing fair value definitions. SFAS 157 does not require any new fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the impact of adopting SFAS 157 on its consolidated financial statements.

*SFAS 159.* In February, 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, or SFAS 159, which permits companies to report certain financial assets and financial liabilities at fair value. SFAS 159 may provide an opportunity for certain companies to reduce volatility in reported earnings caused by differences in the measurement of related assets and liabilities. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the potential impact, if any, of SFAS 159 on its financial position and results of operations.

**3. Stock Compensation**

Effective January 1, 2006, the Company adopted SFAS No. 123(R) using the modified prospective method. Under this method, the Company recognizes compensation costs based on grant-date fair value for all share-based awards granted, modified or settled after January 1, 2006, as well as for any awards that were granted prior to the adoption for which requisite service has not been provided as of January 1, 2006. The Company did not grant any share-based awards prior to January 31, 2007. SFAS No. 123(R) requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees and directors including employee stock options and other forms of equity compensation based on estimated fair values. The Company estimates the grant-date fair value of stock options using the Black-Scholes option-pricing model. For restricted stock awards, the fair value of the awards is calculated as the difference between the market value of the Company's Class A common stock on the date of grant and the purchase price paid by the employee. The Company's awards are generally subject to graded vesting schedules. Compensation expense is adjusted for estimated forfeitures and is recognized on a straight-line basis over the requisite service period of the award. Forfeiture assumptions are evaluated on a quarterly basis and updated as necessary.

**Omnibus Incentive Compensation Plan**

Prior to the effective date of the offering, the stockholder of HFF, Inc. and the Board of Directors adopted the HFF, Inc. 2006 Omnibus Incentive Compensation Plan (the "Plan"). The Plan authorizes the grant of deferred stock, restricted stock, options, stock appreciation rights, stock units, stock purchase rights and cash-based awards. Upon the effective date of the registration statement, grants were awarded under the Plan to certain employees and non-employee members of the Board of Directors. The Plan imposes limits on the awards that may be made to any individual during a calendar year. The number of shares available for awards under the terms of the Plan is 3,500,000 (subject to stock splits, stock dividends and similar transactions). For a description of the Plan, see Exhibit 10.9 to the Registration Statement on Form S-1 filed with the SEC on January 8, 2007.

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The stock compensation cost that has been charged against income for the three and nine months ended September 30, 2007, was \$0.2 million and \$0.6 million, respectively. At September 30, 2007, there was approximately \$2.3 million of unrecognized compensation cost related to share based awards.

The fair value of stock options is estimated on the grant date using a Black-Scholes option-pricing model. The following table presents the weighted average assumptions for the nine months ended September 30, 2007:

|                          |       |
|--------------------------|-------|
| Dividend yield           | 0.0%  |
| Expected volatility      | 50.0% |
| Risk-free interest rate  | 4.5%  |
| Expected life (in years) | 6.5   |

A summary of option activity and related information during the period was as follows:

|                               | Options | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic<br>Value |
|-------------------------------|---------|--|---|---------------------------------|
| Balance at January 1, 2007    |         |  |   | \$                              |
| Granted                       | 23,177  | \$ 17.73                                 | 13.0 years  | 228                             |
| Exercised                     |         |  |   |                                 |
| Forfeited or expired          |         |  |   |                                 |
| Balance at September 30, 2007 | 23,177  | \$ 17.73                                 | 12.4 years  | \$ 228                          |

|                                 | Options | Weighted<br>Average<br>Exercise<br>Price |
|---------------------------------|---------|--|
| Nonvested at January 1, 2007    |         |  |
| Granted                         | 23,177  | \$17.73                                  |
| Vested                          |         |  |
| Forfeited or expired            |         |  |
| Nonvested at September 30, 2007 | 23,177  | \$17.73                                  |

The weighted average grant date fair value of options granted during the nine months ended September 30, 2007 was \$0.2 million. No options vested or were exercised during the nine months ended September 30, 2007.

A summary of restricted stock units activity and related information during the period was as follows:

|                            | Restricted<br>Stock<br>Units |
|----------------------------|------------------------------|
| Balance at January 1, 2007 |                              |
| Granted                    | 148,612                      |
| Converted to common stock  |                              |
| Forfeited or expired       |                              |
| Vested                     | (11,110)                     |

|                               |         |
|-------------------------------|---------|
| Balance at September 30, 2007 | 137,502 |
|-------------------------------|---------|

The weighted average remaining contractual term of the nonvested restricted stock units is 4 years as of September 30, 2007.

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**Table of Contents****4. Property and Equipment**

Property and equipment consist of the following (in thousands):

|  | September<br>30,<br>2007 | December<br>31,<br>2006 |
|--|--------------------------|-------------------------|
| Furniture and equipment                        | \$ 3,666                 | \$ 3,202                |
| Computer equipment                             | 1,368                    | 1,530                   |
| Capitalized software costs                     | 684                      | 831                     |
| Leasehold improvements                         | 7,466                    | 5,005                   |
| Subtotal                                       | 13,184                   | 10,568                  |
| Less accumulated depreciation and amortization | (6,046)                  | (5,528)                 |
|  | \$ 7,138                 | \$ 5,040                |

At September 30, 2007 and December 31, 2006 the Company has recorded, within furniture and equipment, office equipment under capital leases of \$0.5 million, including accumulated amortization of \$0.4 million, which is included within depreciation and amortization expense on the accompanying consolidated statements of income. See Note 6 for discussion of the related capital lease obligations.

**5. Intangible Assets**

The Company's intangible assets are summarized as follows (in thousands):

|                                  | September 30, 2007          |                             |                   | December 31, 2006           |                             |                   |
|----------------------------------|-----------------------------|-----------------------------|-------------------|-----------------------------|-----------------------------|-------------------|
|                                  | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net Book<br>Value | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net Book<br>Value |
| Amortizable intangible assets:   |                             |                             |                   |                             |                             |                   |
| Mortgage servicing rights        | \$8,835                     | (4,586)                     | \$4,249           | \$6,085                     | \$(3,695)                   | \$2,390           |
| Deferred financing costs         | 523                         | (157)                       | 366               | 988                         | (185)                       | 803               |
| Unamortizable intangible assets: |                             |                             |                   |                             |                             |                   |
| NASD license                     | 100                         |                             | 100               | 100                         |                             | 100               |
| Total intangible assets          | \$9,458                     | \$(4,743)                   | \$4,715           | \$7,173                     | \$(3,880)                   | \$3,293           |

As of September 30, 2007, the Company was servicing \$21.8 billion of commercial loans and has recorded mortgage servicing rights on \$9.2 billion of those loans. The total commercial loan servicing portfolio includes loans for which there are no corresponding mortgage servicing rights recorded on the balance sheet under SFAS 156, as the servicing rights that correspond to such loans were assumed prior to January 1, 2007 and involved no initial consideration paid by the Company.

The Company stratifies its servicing portfolio based on the type of loan, i.e., life company loans, CMBS, FHLMC and limited-service life company loans.

While sales of mortgage service rights occur, the precise terms and conditions of such sales, such as quoted market prices or prices based on sales or purchases of similar assets, are typically not readily available. Therefore, the Company determines the fair value of the mortgage servicing rights by estimating the present value of future cash

flows associated with servicing the loans. The estimate is based on a number of assumptions, including, among other things, the benefits of servicing (contractual servicing fees and interest on escrow balances), the cost of servicing, prepayment rates, an inflation rate, the expected life of the cash flows and the discount rate. Some of the significant assumptions utilized to value servicing rights as of September 30, 2007 are as follows:

|                             |                        |
|-----------------------------|------------------------|
| Expected life of cash flows | 5.5 years<br>(average) |
| Discount rate (1)           | 15-50%                 |

(1) Reflects the time value of money and the risk of future cash flows related to the possible cancellation of servicing contracts, transferability restrictions on certain servicing contracts, concentration in the life company portfolio and large loan risk.

Changes in the carrying value of mortgage servicing rights for the three and nine month periods ended September 30, 2007 and 2006, and the fair value at the end of each period were as follows:

|                                     | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|-------------------------------------|-------------------------------------|----------|------------------------------------|----------|
|                                     | 2007                                | 2006     | 2007                               | 2006     |
| Carrying value, beginning of period | \$ 3,241                            | \$ 2,580 | \$ 2,390                           | \$ 2,776 |
| New servicing assets                | 1,432                               | 33       | 2,751                              | 260      |
| Amortization                        | (424)                               | (249)    | (892)                              | (672)    |
| Carrying value, end of period       | \$ 4,249                            | \$ 2,364 | \$ 4,249                           | \$ 2,364 |
| Fair value, end of period           | \$ 4,866                            | \$ 3,001 | \$ 4,866                           | \$ 3,001 |

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Amortization expense related to intangible assets for the three and nine months ended September 30, 2007 was \$0.5 million and \$1.0 million, respectively, and \$0.3 million and \$0.8 million for the three and nine months ended September 30, 2006, respectively.

Estimated amortization expense for the remainder of 2007 and the next five years is as follows (in thousands):

|                                       |        |
|---------------------------------------|--------|
| Three months ending December 31, 2007 | \$ 435 |
| 2008                                  | 1,551  |
| 2009                                  | 1,222  |
| 2010                                  | 726    |
| 2011                                  | 365    |
| 2012                                  | 171    |

The weighted-average life of these intangibles was five years at September 30, 2007.

**6. Long-Term Debt and Capital Lease Obligations**

Long-term debt and capital lease obligations consist of the following at September 30, 2007 and December 31, 2006 (in thousands):

|   | <b>September<br/>30,<br/>2007</b> | <b>December<br/>31,<br/>2006</b> |
|---|-----------------------------------|----------------------------------|
| Bank term note payable                  | \$                                | \$ 56,250                        |
| Capital lease obligations               | <b>134</b>                        | 234                              |
| Total long-term debt and capital leases | <b>134</b>                        | 56,484                           |
| Less current maturities                 | <b>64</b>                         | 56,393                           |
| Long-term debt and capital leases       | <b>\$ 70</b>                      | \$ 91                            |



**Table of Contents*****(a) The Credit Agreement***

In March 2006, HFF LP entered into a credit agreement (the "Credit Agreement") with a financial institution. The Credit Agreement was comprised of a \$60.0 million term loan and a \$20.0 million revolving credit facility. HFF Holdings distributed the \$60.0 million proceeds from the term loan to the members generally based on their respective ownership interests. The terms of the Credit Agreement required quarterly payments of \$1.25 million and annual payments equal to 22.5% of adjusted annual net income. In connection with the Credit Agreement, each member signed a revised operating agreement which required each member to repay their portion of the remaining outstanding balance of the loan in the event the member withdrew from HFF Holdings prior to the loan being repaid in full. HFF Holdings was obligated under the Credit Agreement to remit all amounts collected from withdrawing members to the financial institution for repayment of the loan.

The Credit Agreement, which had an original expiration date of March 29, 2010, was paid in full in connection with the proceeds from the initial public offering. Interest on outstanding balances was payable at the 30-day LIBOR rate (5.12% at September 30, 2007 and 5.33% at December 31, 2006) plus 2.50%. The agreement also required payment of a commitment fee of .35% on the unused amount of credit under the revolving credit facility. The Company did not borrow on this revolving credit facility during the year ended December 31, 2006 or through the date of the initial public offering.

On February 5, 2007, the Company entered into an Amended and Restated Credit Agreement with Bank of America ("Amended Credit Agreement"). The Amended Credit Agreement is comprised of a \$40.0 million revolving credit facility, which replaced the Credit Agreement described above. The Amended Credit Agreement matures on February 5, 2010 and may be extended for one year based on certain conditions as defined in the agreement. Interest on outstanding balances is payable at the applicable LIBOR rate (for interest periods of one, two, three, six or twelve months) plus 200 basis points, 175 basis points or 150 basis points (such margin is determined from time to time in accordance with the Amended Credit Agreement, based on our then applicable consolidated leverage ratio) or the Federal Funds Rate (4.58% at September 30, 2007) plus 0.5% or the Prime Rate (7.75% at September 30, 2007) plus 1.5%. The Amended Credit Agreement also requires payment of a commitment fee of 0.2% or 0.3% on the unused amount of credit based on the total amount outstanding. The Company did not borrow on this revolving credit facility during the nine month period ended September 30, 2007. See Note 19 for discussion of an amendment to the Amended Credit Agreement entered into by the Company on October 30, 2007.

***(b) Letters of Credit and Capital Lease Obligation***

The Company has outstanding letters of credit of approximately \$0.3 million and \$2.1 million at September 30, 2007 and December 31, 2006, respectively, with the same bank as the term note and revolving credit arrangements, to comply with bonding requirements of certain state regulatory agencies, as security for three leases and as collateral to meet Freddie Mac net worth requirements. The Company segregated cash in a separate bank account to collateralize the letters of credit. The letters of credit expire through 2007 but can be automatically extended for one year except for the \$2.0 million letter of credit with Freddie Mac, which expired on February 28, 2007 and is no longer required by Freddie Mac.

Capital lease obligations consist primarily of office equipment leases that expire at various dates through May 2010 and bear interest at rates ranging from 3.65% to 6.19%. A summary of future minimum lease payments under capital leases at September 30, 2007, is as follows (in thousands):

|                                       |        |
|---------------------------------------|--------|
| Three months ending December 31, 2007 | \$ 21  |
| 2008                                  | 56     |
| 2009                                  | 48     |
| 2010                                  | 9      |
|                                       | \$ 134 |

**Table of Contents****7. Warehouse Line of Credit**

In 2005, HFF LP obtained an uncommitted warehouse revolving line of credit for the purpose of funding the Freddie Mac mortgage loans that it originates. Each funding is separately approved on a transaction-by-transaction basis and is collateralized by a loan and mortgage on a multifamily property that is ultimately purchased by Freddie Mac. As of September 30, 2007 and December 31, 2006, HFF LP had \$67.8 million and \$125.7 million, respectively, outstanding on the warehouse line of credit and a corresponding amount of mortgage notes receivable. Interest on the warehouse line of credit is at the 30-day LIBOR rate (5.12% and 5.84% at September 30, 2007 and December 31, 2006, respectively) plus a spread. HFF LP is also paid interest on its loans secured by multifamily loans at the rate in the Freddie Mac note. See subsequent event footnote for discussion of changes in financing for Freddie Mac loan originations.

**8. Lease Commitments**

The Company leases various corporate offices and parking spaces under noncancelable operating leases. These leases have initial terms of two to ten years. The majority of the leases have termination clauses whereby the term may be reduced by two to seven years upon prior notice and payment of a termination fee by the Company. Total rental expense charged to operations for the three and nine months ended September 30, 2007 was \$1.6 million and \$4.4 million, respectively. Total rental expense charged to operations for the three and nine months ended September 30, 2006 was \$1.0 million and \$3.4 million, respectively.

Future minimum rental payments for the next five years under operating leases with noncancelable terms in excess of one year and without regard to early termination provisions are as follows (in thousands):

|            |                  |
|------------|------------------|
| 2008       | \$ 5,008         |
| 2009       | 4,146            |
| 2010       | 3,751            |
| 2011       | 3,223            |
| 2012       | 3,032            |
| Thereafter | 5,608            |
|            | <b>\$ 24,768</b> |

The Company subleases certain office space to subtenants, which subleases may be canceled at any time. The rental income received from these subleases is included as a reduction of occupancy expenses in the accompanying consolidated statements of income.

The Company also leases certain office equipment under capital leases that expire at various dates through 2010. See Note 4 and Note 6 above for further description of the assets and related obligations recorded under these capital leases at September 30, 2007 and December 31, 2006, respectively.

**9. Retirement Plan**

The Company maintains a retirement savings plan for all eligible employees in which employees may make deferred salary contributions up to a maximum amount allowable by the IRS. After-tax contributions may also be made up to 50% of compensation. The Company makes matching contributions equal to 50% of the first 6% of both deferred and after-tax salary contributions, up to a maximum of \$5,000. Effective January 1, 2006, the Company match begins after one month of service and is fully vested after two years of service. The Company's contributions charged to expense for the plan were \$0.2 million and \$1.1 million for the three and nine months ended September 30, 2007, respectively. The Company's contributions charged to expense for the plan were \$0.2 million and \$1.0 million for the three and nine months ended September 30, 2006, respectively.

**10. Servicing**

The Company services commercial real estate loans for investors. The servicing portfolio totaled \$21.8 billion and \$18.0 billion at September 30, 2007 and December 31, 2006, respectively.

In connection with its servicing activities, the Company holds funds in escrow for the benefit of mortgagors for hazard insurance, real estate taxes and other financing arrangements. At September 30, 2007 and December 31, 2006, the

funds held in escrow totaled \$88.6 million and \$104.4 million, respectively. These funds, and the offsetting liabilities, are not presented in the Company's financial statements as they do not represent the assets and liabilities of the Company. Pursuant to the requirements of the various investors for which the Company services loans, the Company maintains bank accounts, holding escrow funds, which have balances in excess of the FDIC insurance limit. The fees earned on these escrow funds are reported in capital markets services revenue in the combined statements of income.

**Table of Contents****11. Legal Proceedings**

The Company is party to various litigation matters, in most cases involving ordinary course and routine claims incidental to its business. The Company cannot estimate with certainty its ultimate legal and financial liability with respect to any pending matters. In accordance with SFAS 5, *Accounting for Contingencies*, a reserve for estimated losses is recorded when the amount is probable and can be reasonably estimated. However, the Company believes, based on examination of such pending matters, that its ultimate liability will not have a material adverse effect on its business or financial condition.

**12. Income Taxes**

Income tax expense includes current and deferred taxes as follows (*in thousands*):

|                                       | Current  | Deferred | Total    |
|---------------------------------------|----------|----------|----------|
| Nine Months Ended September 30, 2007: |          |          |          |
| Federal                               | \$ 2,135 | \$ 3,983 | \$ 6,118 |
| State                                 | 1,160    | 561      | 1,721    |
|                                       | \$ 3,295 | \$ 4,544 | \$ 7,839 |
| Nine Months Ended September 30, 2006: |          |          |          |
| Federal                               | \$       | \$       | \$       |
| State                                 | 213      |          | 213      |
|                                       | \$ 213   | \$       | \$ 213   |

The reconciliation between the income tax computed by applying the U.S. federal statutory rate and the effective tax rate on net income is as follows for the nine months ended September 30, 2007 (*dollars in thousands*):

|   | Rate  | Expense  |
|---|-------|----------|
| Taxes computed at federal tax rate                | 34.0% | \$ 6,075 |
| State and local taxes, net of federal tax benefit | 9.0%  | 1,609    |
| Adjustment to prior years' taxes                  | 0.1%  | 19       |
| Meals and entertainment                           | 0.7%  | 117      |
| Other permanent differences                       | 0.1%  | 19       |
| Income tax expense                                | 43.9% | \$ 7,839 |

Total income tax expense recorded for the nine months ended September 30, 2007 included \$0.4 million of state and local taxes on income allocated to the minority interest holder.

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Deferred income tax assets and liabilities consist of the following at September 30, 2007(*in thousands*):

|   |            |
|---|------------|
| Deferred income tax assets                |            |
| Section 754 election tax basis step-up    | \$ 132,749 |
| Tenant improvements                       | 375        |
| Goodwill                                  | 74         |
| Restricted stock units                    | 169        |
| Other                                     | 84         |
|   | 133,451    |
| Less: valuation allowance                 |            |
| Deferred income tax asset                 | 133,451    |
| Deferred income tax liabilities           |            |
| Compensation                              | (46)       |
| Servicing rights                          | (631)      |
| Deferred rent                             | (190)      |
| Deferred income tax liability             | (867)      |
| Net deferred income tax asset (liability) | \$ 132,584 |

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement 109, or FIN 48. FIN 48 prescribes recognition and measurement standards for a tax position taken or expected to be taken in a tax return. The evaluation of a tax position in accordance with FIN 48 is a two-step process. The first step is the determination of whether a tax position should be recognized. Under FIN 48, a tax position taken or expected to be taken in a tax return is to be recognized only if the Company determines that it is more-likely-than-not that the tax position will be sustained upon examination by the tax authorities based upon the technical merits of the position. In step two, for those tax positions which should be recognized, the measurement of a tax position is determined as being the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company adopted FIN 48 on January 1, 2007, the effect of which was immaterial to the consolidated financial statements. The Company has determined that no unrecognized tax benefits needs to be recorded as of September 30, 2007. The Company will recognize interest and penalties related to unrecognized tax benefits in Interest and other income (expense). There were no interest or penalties recorded in the three and nine months ended September 30, 2007.

**Tax Receivable Agreement**

As a result of the offering, HFF LP and HFF Securities made an election under Section 754 of the Internal Revenue Code for 2007, and intend to have such an election for each taxable year in which an exchange of partnership units for shares occurs. The initial sale as a result of the offering increased the tax basis of the assets owned by HFF LP and HFF Securities to their fair market value. This increase in tax basis allows the Company to reduce the amount of future tax payments to the extent that the Company has future taxable income. As a result of the increase in tax basis, the Company is entitled to future tax benefits of \$137.3 million and has recorded this amount as a deferred tax asset on its Consolidated Balance Sheet. The Company has updated its estimate of these future tax benefits based on the changes to the estimated annual effective tax rate for 2007. The Company is obligated, however, pursuant to its Tax Receivable Agreement with HFF Holdings, to pay to HFF Holdings, on an after-tax basis, 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that the Company actually realizes as a result of these

increases in tax basis and as a result of certain other tax benefits arising from the Company entering into the tax receivable agreement and making payments under that agreement. For purposes of the tax receivable agreement, actual cash

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savings in income tax will be computed by comparing the Company's actual income tax liability to the amount of such taxes that it would have been required to pay had there been no increase to the tax basis of the assets of HFF LP and HFF Securities as a result of the initial sale and later exchanges and had the Company not entered into the tax receivable agreement.

The Company accounts for the income tax effects and corresponding tax receivable agreement effects as a result of the initial purchase and the sale of units of the Operating Partnerships in connection with the reorganization transactions and future exchanges of Operating Partnership units for the Company's Class A shares by recognizing a deferred tax asset for the estimated income tax effects of the increase in the tax basis of the assets owned by the Operating Partnerships, based on enacted tax rates at the date of the transaction, less any tax valuation allowance the Company believes is required. The Company believes it is more likely than not that it will realize the benefit represented by the deferred tax asset, and, therefore, the Company recorded 85% of the estimated amount of the increase in deferred tax assets, as a liability to HFF Holdings under the tax receivable agreement and the remaining 15% of the increase in deferred tax assets directly in additional paid-in capital in stockholders' equity. All of the effects of changes in any of the Company's estimates regarding the realization of the deferred tax assets after the date of any exchange will be included in net income. Similarly, the effect of subsequent changes in the enacted tax rates will be included in net income.

While the actual amount and timing of payments under the tax receivable agreement will depend upon a number of factors, including the amount and timing of taxable income generated in the future, changes in future tax rates, the value of individual assets, the portion of the Company's payments under the tax receivable agreement constituting imputed interest and increases in the tax basis of the Company's assets resulting in payments to HFF Holdings, the Company has estimated that the payments that will be made to HFF Holdings will be \$116.7 million and has recorded this obligation to HFF Holdings as a liability on the Consolidated Balance Sheets. The Company has recorded the \$20.6 million difference between the \$137.3 million benefit and the initial \$116.7 million liability to HFF Holdings as an increase in Stockholders' Equity. The term of the tax receivable agreement commenced upon consummation of the offering (January 31, 2007) and will continue until all such tax benefits have been utilized or expired, including the tax benefits derived from future exchanges.

**Table of Contents****13. Supplemental Statements of Income**

The Supplemental Statements of Income set forth in the table below are provided to principally give additional information regarding the Company's change in ownership interests in the Operating Partnerships that occurred during the nine month period ending September 30, 2007. The changes in the Company's ownership interest in the Operating Partnerships are a result of the initial public offering on January 30, 2007, and the underwriters' exercise of their option to purchase additional shares on February 21, 2007.

HFF, Inc.  
Consolidated Operating Results  
(dollars in thousands, except per share data)

|  | Period<br>1/1/07                | Period<br>1/31/07               | Period<br>2/22/07               | Three<br>Months<br>Ended<br>March<br>31,<br>2007 | Three<br>Months<br>Ended<br>June 30,<br>2007 | Three<br>Months<br>Ended<br>September<br>30, 2007 | Nine<br>Months<br>Ended<br>September<br>30, 2007 |
|--|---------------------------------|---------------------------------|---------------------------------|--|--|---|--|
| Revenue  | through<br>1/30/07<br>\$ 17,467 | through<br>2/21/07<br>\$ 12,308 | through<br>3/31/07<br>\$ 25,770 | \$ 55,545  | \$ 79,786                                    | \$ 68,029   | \$ 203,360                                       |
| Operating expenses:                                    |                                 |                                 |                                 |  |  |   |  |
| Cost of services                                       | 10,817                          | 8,160                           | 14,560                          | 33,537   | 44,151                                       | 39,166  | 116,854  |
| Operating,<br>administrative and<br>other              | 4,427                           | 2,663                           | 6,184                           | 13,274   | 15,378                                       | 14,270  | 42,922   |
| Depreciation and<br>amortization                       | 358                             | 273                             | 389                             | 1,020  | 878  | 993   | 2,891  |
| Total Expenses   | 15,602                          | 11,096                          | 21,133                          | 47,831   | 60,407                                       | 54,429  | 162,667  |
| Operating income                                       | 1,865                           | 1,212                           | 4,637                           | 7,714  | 19,379                                       | 13,600  | 40,693   |
| Interest and other<br>income                           | 401                             | 169                             | 352                             | 922  | 994  | 2,170   | 4,086  |
| Interest expense                                       | (373)                           | (14)                            | (7)                             | (394)  | (6)  | (4)   | (404)  |
| Income before income<br>taxes and minority<br>interest | 1,893                           | 1,367                           | 4,982                           | 8,242  | 20,367                                       | 15,766  | 44,375   |
| Provision for income<br>taxes                          |                                 | 151                             | 945                             | 1,096  | 3,796  | 2,947   | 7,839  |
| Income before<br>minority interest                     | 1,893                           | 1,216                           | 4,037                           | 7,146  | 16,571                                       | 12,819  | 36,536   |
| Minority interest                                      |                                 | 1,029                           | 2,879                           | 3,908  | 11,513                                       | 8,808   | 24,229   |



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|  |          |        |          |          |          |          |           |
|--|----------|--------|----------|----------|----------|----------|-----------|
| Net income   | \$ 1,893 | \$ 187 | \$ 1,158 | \$ 3,238 | \$ 5,058 | \$ 4,011 | \$ 12,307 |
| Less net income<br>earned prior to IPO<br>and reorganization | (1,893)  |        |          | (1,893)  |          |          | (1,893)   |
| Income available to<br>common stockholders                   | \$       | \$ 187 | \$ 1,158 | \$ 1,345 | \$ 5,058 | \$ 4,011 | \$ 10,414 |
| Net income per share<br>basic                                |          |        |          | \$ 0.13  | \$ 0.31  | \$ 0.24  | \$ 0.72   |
| Net income per share<br>diluted                              |          |        |          | \$ 0.13  | \$ 0.31  | \$ 0.24  | \$ 0.72   |

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**Table of Contents****14. Minority Interest**

Minority interest recorded in the consolidated financial statements of HFF, Inc. relates to the ownership interest of HFF Holdings in the Operating Partnerships. As a result of the offering and reorganization discussed in Note 1, partners' capital was eliminated from equity and a minority interest of \$6.4 million was recorded representing HFF Holdings remaining interest in the Operating Partnerships following the initial public offering and the underwriters exercise of the overallotment option on February 21, 2007. During the three months ended September 30, 2007, the Operating Partnerships distributed \$3.5 million to the partners of the Operating Partnerships based on estimated second quarter operating income. During the nine months ended September 30, 2007, the Operating Partnerships distributed \$6.6 million to the partners of the Operating Partnerships based on estimated first and second quarter operating income. HFF Holdings received \$1.9 million and \$3.7 million of these tax distribution based on its ownership interest in the Operating Partnerships during the three and nine month periods ended September 30, 2007, respectively. Prior to September 30, 2007, the Board of Directors of the Company and the President of Holliday GP approved the third quarter 2007 tax distribution of \$13.1 million which was paid to the partners of the Operating Partnerships in October 2007. As such, a payable of \$7.3 million was established as of September 30, 2007, representing HFF Holdings proportionate share of the third quarter tax distribution. These distributions decreased the minority interest balance in the Consolidated Balance Sheet. HFF Holdings is entitled to its proportional share of net income earned by the Operating Partnership subsequent to the change in ownership.

The table below sets forth the calculation of income allocated to the minority interest holder for the first three months of 2007, which includes the period following the initial public offering on January 30, 2007, and the period following the underwriter's exercise of the overallotment option on February 21, 2007, for the three months ended June 30, 2007 and for the three and nine months ended September 30, 2007 (*dollars in thousands*).

|  | Period<br>1/1/07<br>through<br>1/30/07 | Period<br>1/31/07<br>through<br>2/21/07 | Period<br>2/22/07<br>through<br>3/31/07 | Three<br>months<br>ended<br>March<br>31,<br>2007 | Three<br>months<br>ended<br>June 30,<br>2007 | Three<br>months<br>ended<br>September<br>30, 2007 | Nine<br>months<br>ended<br>September<br>30, 2007 |
|--|--|---|---|--|--|---|--|
| Net income from operating partnerships | \$ 1,922                               | \$ 1,683                                | \$ 5,206                                | \$ 8,811   | \$ 20,814                                    | \$ 15,925   | \$ 45,550  |
| Minority interest ownership percentage |  | 61.14%                                  | 55.31%                                  |  | 55.31%                                       | 55.31%  |  |
| Minority interest                      |  | \$ 1,029                                | \$ 2,879                                | \$ 3,908   | \$ 11,513                                    | \$ 8,808  | \$ 24,229  |

As a result of the offering, HFF Holdings beneficially owns 20,355,000 partnership units in each of the Operating Partnerships. Pursuant to the terms of HFF, Inc.'s amended and restated certificate of incorporation, HFF Holdings can from time to time exchange its partnership units in the Operating Partnerships for shares of the Company's Class A common stock on the basis of two partnership units, one for each Operating Partnership, for one share of Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. The following table reflects the exchangeability of HFF Holdings' rights to exchange its partnership units in the Operating Partnerships for shares of the Company's Class A common stock, pursuant to contractual provisions in the HFF Holdings operating agreement. However, these contractual provisions may be waived, amended or terminated by a vote of the members holding 65% of the interests of HFF Holdings following consultation with the Company's board of directors.

|                       | Number of<br>Additional<br>Shares<br>of Class A<br>Common<br>Stock Expected<br>to<br>Become<br>Available<br>for Exchange | Percentage<br>of<br>HFF<br>Holdings<br>Partnership<br>Units in the<br>Operating<br>Partnerships<br>Becoming<br>Eligible<br>for<br>Exchange |
|-----------------------|--|--|
| Exchangeability date: |  |  |
| January 31, 2009      | 5,088,750  | 25%  |
| January 31, 2010      | 5,088,750  | 25%  |
| January 31, 2011      | 5,088,750  | 25%  |
| January 31, 2012      | 5,088,750  | 25%  |
| Total                 | 20,355,000   | 100%   |

HFF Holdings was issued one share of the Company's Class B common stock. Class B common stock has no economic rights but entitles the holder to a number of votes equal to the total number of shares of Class A common stock for which the

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partnership units that HFF Holdings holds in the Operating Partnerships, as of the relevant record date of the HFF, Inc. stockholder actions are exchangeable.

**15. Stockholders Equity**

The Company is authorized to issue 175,000,000 shares of Class A common stock, par value \$0.01 per share, and 1 share of Class B common stock, par value \$0.01 per share. Each share of Class A common stock entitles its holder to one vote on all matters to be voted on by stockholders generally. HFF Holdings has been issued one share of Class B common stock. Class B common stock has no economic rights but entitles the holder to a number of votes equal to the total number of shares of Class A common stock for which the partnership units that HFF Holdings holds in the Operating Partnerships, as of the relevant record date for the HFF, Inc. stockholder action, are exchangeable. Holders of Class A and Class B common stock will vote together as a single class on all matters presented to our stockholders for their vote or approval. The Company has issued 16,445,000 shares of Class A common stock and 1 share of Class B common stock as of September 30, 2007.

**16. Earnings Per Share**

The Company's net income and weighted average shares outstanding for the three and nine month periods ended September 30, 2007, consists of the following (*dollars in thousands*):

|  | <b>Three Months<br/>Ended<br/>September 30,<br/>2007</b> | <b>Nine Months<br/>Ended<br/>September 30,<br/>2007</b> |
|--|--|---|
| Net income   | \$ 4,011   | \$ 12,307   |
| Net income available for Class A common stockholders | \$ 4,011   | \$ 10,414   |
| Weighted Average Shares Outstanding:                 |  |   |
| Basic  | 16,456,110   | 14,467,032  |
| Diluted  | 16,456,110   | 14,467,032  |

Prior to the reorganization and the offering, the Company historically operated as a series of related partnerships and limited liability companies. There was no single structure upon which to calculate historical earnings per share information. Accordingly, earnings per share information has not been presented for periods prior to the offering. The calculations of basic and diluted net income per share amounts for the three and nine month period ended September 30, 2007 are described and presented below.

***Basic Net Income per Share***

*Numerator* utilizes net income attributable to Class A common stockholders for the three and nine month periods ended September 30, 2007.

*Denominator* utilizes the weighted average shares of Class A common stock for the three and nine month periods ended September 30, 2007, including 11,110 restricted stock units that have vested and whose issuance is no longer contingent.

**Table of Contents*****Diluted Net Income per Share***

*Numerator* utilizes net income attributable to Class A common stockholders for the three and nine month periods ended September 30, 2007 (as in the basic net income per share calculation described above) and income allocated to minority interest holder upon assumed exercise of exchange rights.

*Denominator* utilizes the weighted average shares of Class A common stock for the three and nine months ended September 30, 2007, including 11,110 restricted stock units that have vested and whose issuance is no longer contingent, the dilutive effect of the unrestricted stock units and stock options, and the issuance of Class A common stock upon exercise of the exchange right by the minority interest holder.

|   | <b>Three Months<br/>Ended<br/>September 30,<br/>2007</b> | <b>Nine Months<br/>Ended<br/>September 30,<br/>2007</b> |
|---|--|---|
| <b>Basic Earnings Per Share of Class A Common Stock</b>                               |  |   |
| Numerator:  |  |   |
| Net income attributable to Class A common stockholders                                | \$ 4,011   | \$ 10,414   |
| Denominator:  |  |   |
| Weighted average number of shares of Class A common stock outstanding                 | 16,456,110   | 14,467,032  |
| Basic net income per share of Class A common stock                                    | \$ 0.24  | \$ 0.72   |
| <b>Diluted Earnings Per Share of Class A Common Stock</b>                             |  |   |
| Numerator:  |  |   |
| Net income attributable to Class A common stockholders                                | \$ 4,011   | \$ 10,414   |
| Add dilutive effect of:   |  |   |
| Income allocated to minority interest holder upon assumed exercise of exchange rights |  |   |
| Denominator:  |  |   |
| Basic weighted average number of shares of Class A common stock                       | 16,456,110   | 14,467,032  |
| Add dilutive effect of:   |  |   |
| Unvested restricted stock units   |  |   |
| Stock options   |  |   |
| Minority interest holder exchange rights  |  |   |
| Weighted average common shares outstanding diluted                                    | 16,456,110   | 14,467,032  |
| Diluted earnings per share of Class A common stock                                    | \$ 0.24  | \$ 0.72   |

**17. Related Party Transactions**

During the nine months ended September 30, 2007, the Company made payments of \$1.2 million and allocated operating expenses for services performed of \$0.1 million on behalf of two affiliates, HFF Holdings and Holdings Sub (the Holdings Affiliates). The Company was reimbursed for transaction costs relating to the IPO transaction from the Holdings Affiliates of approximately \$1.5 million during the nine months ended September 30, 2007. In addition, the

Company recorded a payable to the Holdings Affiliates in the amount of \$10.9 million during the nine months ended September 30, 2007 for net working capital adjustments, the release of a letter of credit as a result of the IPO transaction, and tax distributions. Upon release of the letter of credit, the Company made a payment to HFF Holdings in the amount of \$2.0 million during the nine months ended September 30, 2007. The Company had a net payable to the Holdings Affiliates of \$6.1 million at September 30, 2007 and a receivable from Holdings affiliates of \$3.0 million December 31, 2006.

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As a result of the offering, the Company entered into a tax receivable agreement with HFF Holdings that provides for the payment by the Company to HFF Holdings of 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that the Company actually realizes as a result of the increase in tax basis of the assets owned by HFF LP and HFF Securities and as a result of certain other tax benefits arising from our entering into the tax receivable agreement and making payments under that agreement. The Company will retain the remaining 15% of cash savings, if any, in income tax that it realizes. For purposes of the tax receivable agreement, cash savings in income tax will be computed by comparing the Company's actual income tax liability to the amount of such taxes that it would have been required to pay had there been no increase to the tax basis of the assets of HFF LP and HFF Securities allocable to the Company as a result of the initial sale and later exchanges and had the Company not entered into the tax receivable agreement. The term of the tax receivable agreement commenced upon consummation of the offering and will continue until all such tax benefits have been utilized or have expired. See Note 18, "Commitments and Contingencies" for the amount recorded in relation to this agreement.

### **18. Commitments and Contingencies**

The Company is obligated pursuant to its Tax Receivable Agreement with HFF Holdings, to pay to HFF Holdings, on an after tax basis, 85% of the amount of tax the Company saves for each tax period as a result of the increased tax benefits. The Company has recorded \$116.7 million for this obligation to HFF Holdings as a liability on the consolidated balance sheet.

### **19. Subsequent Events**

In October 2007, pursuant to the Operating Partnerships' respective partnership agreements, the Operating Partnerships distributed \$13.1 million to the partners of the Operating Partnerships based on estimated annualized taxable income. HFF Holdings received \$7.3 million of the third quarter tax distribution based on its ownership interest in the Operating Partnerships.

In October 2007, as a result of increases in the volume of the Freddie Mac loans that HFF LP originates as part of its participation in Freddie Mac's Multifamily Program Plus® Seller/Servicer program and a recently imposed borrowing limit of \$150.0 million under the Company's existing uncommitted warehouse revolving line of credit, the Company began pursuing alternative financing arrangements to potentially supplement or replace its existing uncommitted warehouse revolving line of credit. In addition, on October 30, 2007, the Company entered into an amendment to the Amended Credit Agreement that modifies certain restrictions in the Amended Credit Agreement so as to permit the Company to use borrowings under the Amended Credit Agreement to originate and subsequently sell mortgages in connection with the Company's participation in Freddie Mac's Multifamily Program Plus® Seller/Servicer program. In November 2007, the Company entered into a \$50.0 million line of credit note with a new financial institution to serve as a supplement to the existing warehouse line of credit.

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

The following discussion summarizes the financial position of HFF, Inc. and its subsidiaries as of September 30, 2007, and the results of their operations for the three and nine month periods ended September 30, 2007, and should be read in conjunction with (i) the unaudited consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and (ii) the combined financial statements and accompanying notes to our Annual Report on Form 10-K for the year ended December 31, 2006.

#### **Overview**

##### *Our Business*

We are a leading provider of commercial real estate and capital markets services to the U.S. commercial real estate industry, based on transaction volume, and are one of the largest full-service commercial real estate financial intermediaries in the country.

Substantially all of our revenues are in the form of capital markets services fees collected from our clients, usually negotiated on a transaction-by-transaction basis. We also earn fees from commercial loan servicing activities. We believe that our multiple capital markets services, diverse client mix, expertise in a wide range of property types and national platform create a stable and diversified revenue stream. Furthermore, we believe our business mix, operational expertise and the leveragability of our platform have enabled us to achieve profit margins that are among the highest of our public company peers.

We operate in one reportable segment, the commercial real estate financial intermediary segment, and offer debt placement, investment sales, structured finance, equity placement, investment banking service and commercial loan servicing.

Our business may be significantly affected by factors outside of our control, particularly including:

***Economic and commercial real estate market downturns.*** Our business is dependent on international and domestic economic conditions and the demand for commercial real estate and related services in the markets in which we operate and even a regional or local economic downturn could adversely affect our business. A general decline in acquisition and disposition activity can lead to a reduction in fees and commission for arranging such transactions, as well as in fees and commissions for arranging financing for acquirers and property owners that are seeking to recapitalize their existing properties. Likewise, a general decline in commercial real estate investment activity can lead to a reduction in fees and commissions for arranging acquisitions, dispositions and financings for acquisitions as well as for recapitalizations for existing property owners as well as a significant reduction in our loan servicing activities, due to increased delinquencies and lack of additional loans that we would have otherwise added to our loan servicing portfolio, all of which would have an adverse effect on our business.

***Decreased investment allocation to commercial real estate class.*** Allocations to commercial real estate as an asset class for investment portfolio diversification may decrease for a number of reasons beyond our control, including but not limited to poor performance of the asset class relative to other asset classes or superior performance of other asset classes when compared with continued good performance of the commercial real estate asset class. In addition, while commercial real estate is now viewed as an accepted and valid class for portfolio diversification, if this perception changes, there could be a significant reduction in the amount of debt and equity capital available in the commercial real estate sector.

***Fluctuations in interest rates and adverse credit conditions.*** Significant fluctuations in interest rates as well as steady and protracted movements of interest rates and adverse credit conditions in one direction (increases or decreases) could adversely affect the operation and income of commercial real estate properties as well as the demand from investors for commercial real estate investments. These



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events could adversely affect investor demand and the supply of capital for debt and equity investments in commercial real estate. In particular, increased interest rates and adverse credit conditions may cause prices to decrease due to the increased costs of obtaining financing and could lead to decreases in purchase and sale activities thereby reducing the amounts of investment sales and loan originations and related servicing fees. If our investment sales origination and servicing businesses are negatively impacted, it is likely that our other lines of business would also suffer due to the relationship among our various capital markets services.

Other factors that may adversely affect our business are discussed under the heading **Forward-Looking Statements** and under Part II, Item 1A, **Risk Factors** in this Quarterly Report on Form 10-Q.

**Results of Operations**

Following is a discussion of our results of operations for the three months ended September 30, 2007 and September 30, 2006. The table included in the period comparisons below provides summaries of our results of operations. The period-to-period comparisons of financial results are not necessarily indicative of future results.

|  | <b>For the Three Months Ended September 30,</b> |                | <b>2006</b>   |                | <b>Total<br/>Dollar<br/>Change</b> | <b>Total<br/>Percentage<br/>Change</b> |
|--|---|----------------|---|----------------|------------------------------------|--|
|  | <b>2007</b>                                     | <b>% of</b>    | <b>2006</b>   | <b>% of</b>    |                                    |  |
|  | <b>Dollars</b>                                  | <b>Revenue</b> | <b>Dollars</b>  | <b>Revenue</b> |                                    |  |
|  |   |                | <b>(dollars in thousands,<br/>unless percentages)</b> |                |                                    |  |
| Revenues   |   |                |   |                |                                    |  |
| Capital markets services revenue                 | \$66,463  | 97.7%          | \$ 53,947   | 98.2%          | \$12,516                           | 23.2%                                  |
| Interest on mortgage notes receivable            | 246   | 0.4%           | 163   | 0.3%           | 83                                 | 50.9%                                  |
| Other  | 1,320   | 1.9%           | 820   | 1.5%           | 500                                | 61.0%                                  |
| Total revenues                                   | 68,029  | 100.0%         | 54,930  | 100.0%         | 13,099                             | 23.8%                                  |
| Operating expenses                               |   |                |   |                |                                    |  |
| Cost of services                                 | 39,166  | 57.6%          | 29,198  | 53.2%          | 9,968                              | 34.1%                                  |
| Personnel  | 4,605   | 6.8%           | 3,327   | 6.1%           | 1,278                              | 38.4%                                  |
| Occupancy  | 2,134   | 3.1%           | 1,730   | 3.1%           | 404                                | 23.4%                                  |
| Travel and entertainment                         | 991   | 1.5%           | 1,363   | 2.5%           | (372)                              | (27.3)%                                |
| Supplies, research and printing                  | 2,655   | 3.9%           | 2,091   | 3.8%           | 564                                | 27.0%                                  |
| Other  | 4,878   | 7.2%           | 3,074   | 5.6%           | 1,804                              | 58.7%                                  |
| Total operating expenses                         | 54,429  | 80.0%          | 40,783  | 74.2%          | 13,646                             | 33.5%                                  |
| Operating income                                 | 13,600  | 20.0%          | 14,147  | 25.8%          | (547)                              | (3.9)%                                 |
| Interest and other income                        | 2,170   | 3.2%           | 185   | 0.3%           | 1,985                              | NM                                     |
| Interest expense                                 | (4)   | (0.0)%         | (1,148)   | (2.1)%         | 1,144                              | NM                                     |
| Income before income taxes and minority interest | 15,766  | 23.2%          | 13,184  | 24.0%          | 2,582                              | 19.6%                                  |

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|                                    |          |       |           |       |            |         |
|------------------------------------|----------|-------|-----------|-------|------------|---------|
| Income tax expense                 | 2,947    | 4.3%  | 6         | 0.0%  | 2,941      | NM      |
| Income before<br>minority interest | 12,819   | 18.8% | 13,178    | 24.0% | (359)      | (2.7)%  |
| Minority interest                  | 8,808    | 12.9% |           | 0.0%  | 8,808      | NM      |
| Net income                         | \$ 4,011 | 5.9%  | \$ 13,178 | 24.0% | \$ (9,167) | (69.6)% |

NM = Not Meaningful

*Revenues.* Our total revenues were \$68.0 million for the three months ended September 30, 2007 compared to \$54.9 million for the same period in 2006, an increase of \$13.1 million, or 23.8%. Total revenues increased primarily as a result of increased capital markets services revenues.

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The revenues we generated from capital markets services for the three months ended September 30, 2007 increased \$12.5 million, or 23.2%, to \$66.5 million from \$54.0 million for the same period in 2006. The increase is primarily attributable to an increase in volume of transactions closed during the third quarter of 2007 compared to the third quarter of 2006.

The revenues derived from interest on mortgage notes receivable were \$0.2 million for both three month periods ended September 30, 2007 and 2006.

The other revenues we earned were approximately \$1.3 million during the three month period ended September 30, 2007 compared to \$0.8 million during the three months ended September 30, 2006. This increase is primarily attributable to a larger volume of investment sales transactions during the three months ended September 30, 2007.

*Total Operating Expenses.* Our total operating expenses were \$54.4 million for the three months ended September 30, 2007 compared to \$40.8 million for the same period in 2006, an increase of \$13.6 million, or 33.5%. Expenses increased primarily due to: (i) increased cost of services due to an increase in capital markets services revenue, (ii) increased personnel costs due mainly to an increase in total headcount and (iii) increased professional fees as a result of the Company's public company status in 2007.

The costs of services for the three months ended September 30, 2007 increased \$10.0 million, or 34.1%, to \$39.2 million from \$29.2 million for the same period in 2006. The increase is primarily the result of increased commissions driven by higher capital markets services revenue. Cost of services as a percentage of capital markets services was approximately 58.9% and 54.1% for the three month periods ended September 30, 2007 and September 30, 2006, respectively.

Personnel expenses that are not directly attributable to providing services to our clients for the three months ended September 30, 2007 increased \$1.3 million, or 38.4%, to \$4.6 million from \$3.3 million for the same period in 2006. The increase is primarily related to: (i) an increase in total headcount at September 30, 2007 compared to September 30, 2006, and (ii) equity incentive compensation expense related to the grant of options and restricted stock units during 2007 in conjunction with the initial public offering.

Occupancy, travel and entertainment, and supplies, research and printing expenses for the three months ended September 30, 2007 increased \$0.6 million, or 11.5%, to \$5.8 million compared to the same period in 2006. These increases are primarily due to increased business activity and additional office space occupied, higher rents and new office space.

Other expenses, including costs for insurance, professional fees, depreciation and amortization, interest on our warehouse line of credit and other operating expenses, were \$4.9 million during the three months ended September 30, 2007, an increase of \$1.8 million, or 58.7%, versus \$3.1 million in the three months ended September 30, 2006. This increase is primarily related to (i) increased professional fees in the amount of \$0.7 million resulting from the Company's public company status in 2007, (ii) increased insurance costs and (iii) increased depreciation and amortization.

*Net Income.* Our net income for the three months ended September 30, 2007 was \$4.0 million, a decrease of \$9.2 million versus \$13.2 million for the same fiscal period in 2006. We attribute this decrease to several factors, with the more significant cause being an increase of income tax expense and minority interest of \$2.9 million and \$8.8 million, respectively. Other factors included:

Interest and other income, partially offsetting the costs we incurred in these periods, increased \$2.0 million, to \$2.2 million, versus \$0.2 million earned in the three months ended September 30, 2006. This increase is primarily due to the adoption of FAS 156 in the first quarter 2007, which resulted in the recording of \$1.1 million of additional income, associated with the recognition of mortgage servicing rights, during the three months ended September 30, 2007.

The interest expense we incurred in the three months ended September 30, 2007 totaled \$4,000, a decrease of \$1.1 million from \$1.1 million of similar expenses incurred in the three months ended September 30, 2006. This decrease is due to the pay-off of the entire balance under the previous Credit Agreement with Bank of America in conjunction with the initial public offering.

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Income tax expense was approximately \$2.9 million for the three months ended September 30, 2007, an increase of \$2.9 million from \$6,000 in the three months ended September 30, 2006. This increase is primarily due to the reorganization that occurred during the first quarter 2007.

Following is a discussion of our results of operations for the nine months ended September 30, 2007 and September 30, 2006. The table included in the period comparisons below provides summaries of our results of operations. The period-to-period comparisons of financial results are not necessarily indicative of future results.

|  | For the Nine Months Ended September 30, |                 |  |                 | Total<br>Dollar<br>Change | Total<br>Percentage<br>Change |
|--|---|-----------------|--|-----------------|---------------------------|-------------------------------|
|  | 2007                                    |                 | 2006   |                 |                           |                               |
|  | Dollars                                 | % of<br>Revenue | Dollars<br>(dollars in thousands, unless<br>percentages) | % of<br>Revenue |                           |                               |
| Revenues   |   |                 |  |                 |                           |                               |
| Capital markets services<br>revenue                    | \$ 199,565                              | 98.1%           | \$ 153,586   | 98.1%           | \$ 45,979                 | 29.9%                         |
| Interest on mortgage<br>notes receivable               | 1,081                                   | 0.5%            | 662  | 0.4%            | 419                       | 63.3%                         |
| Other  | 2,714                                   | 1.4%            | 2,289  | 1.5%            | 425                       | 18.6%                         |
| Total revenues   | 203,360                                 | 100.0%          | 156,537  | 100.0%          | 46,823                    | 29.9%                         |
| Operating expenses                                     |   |                 |  |                 |                           |                               |
| Cost of services                                       | 116,854                                 | 57.5%           | 89,340   | 57.1%           | 27,514                    | 30.8%                         |
| Personnel  | 14,307                                  | 7.0%            | 10,110   | 6.5%            | 4,197                     | 41.5%                         |
| Occupancy  | 6,012                                   | 3.0%            | 4,629  | 3.0%            | 1,383                     | 29.9%                         |
| Travel and<br>entertainment                            | 4,635                                   | 2.3%            | 3,842  | 2.5%            | 793                       | 20.6%                         |
| Supplies, research and<br>printing                     | 6,703                                   | 3.3%            | 4,800  | 3.1%            | 1,903                     | 39.6%                         |
| Other  | 14,156                                  | 7.0%            | 8,614  | 5.5%            | 5,542                     | 64.3%                         |
| Total operating<br>expenses                            | 162,667                                 | 80.0%           | 121,335  | 77.5%           | 41,332                    | 34.1%                         |
| Operating income                                       | 40,693                                  | 20.0%           | 35,202   | 22.5%           | 5,491                     | 15.6%                         |
| Interest and other<br>income                           | 4,086                                   | 2.0%            | 629  | 0.4%            | 3,457                     | 549.6%                        |
| Interest expense                                       | (404)                                   | (0.2)%          | (2,377)  | (1.5)%          | 1,973                     | (83.0)%                       |
| Income before income<br>taxes and minority<br>interest | 44,375                                  | 21.8%           | 33,454   | 21.4%           | 10,921                    | 32.6%                         |
| Income tax expense                                     | 7,839                                   | 3.9%            | 213  | 0.1%            | 7,626                     | NM                            |
| Income before minority<br>interest                     | 36,536                                  | 18.0%           | 33,241   | 21.2%           | 3,295                     | 9.9%                          |
| Minority interest                                      | 24,229                                  | 11.9%           |  | 0.0%            | 24,229                    | NM                            |

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|            |           |      |           |       |            |         |
|------------|-----------|------|-----------|-------|------------|---------|
| Net income | \$ 12,307 | 6.1% | \$ 33,241 | 21.2% | \$(20,934) | (63.0)% |
|------------|-----------|------|-----------|-------|------------|---------|

NM = Not Meaningful

*Revenues.* Our total revenues were \$203.3 million for the nine months ended September 30, 2007 compared to \$156.5 million for the same period in 2006, an increase of \$46.8 million, or 29.9%. Total revenues increased primarily as a result of increased capital markets services revenues.

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The revenues we generated from capital markets services for the nine months ended September 30, 2007 increased \$46.0 million, or 29.9%, to \$199.6 million from \$153.6 million for the same period in 2006. The increase is primarily attributable to an increase in both the number and the average dollar value of transactions closed during the first nine months of 2007 compared to the first nine months of 2006.

The revenues derived from interest on mortgage notes were \$1.1 million for the nine months ended September 30, 2007 compared to \$0.7 million for the same period in 2006, an increase of \$0.4 million. Revenues increased primarily as a result of increased volume of Freddie Mac loans in the first nine months of 2007 compared to the same period of 2006.

The other revenues we earned were approximately \$2.7 million for the nine months ended September 30, 2007 compared to \$2.3 million for the same period in 2006.

*Total Operating Expenses.* Our total operating expenses were \$162.6 million for the nine months ended September 30, 2007 compared to \$121.3 million for the same period in 2006, an increase of \$41.3 million, or 34.1%. Expenses increased primarily due to: (i) increased cost of services due to an increase in capital markets services revenue, (ii) increased personnel costs due to an increase in total headcount, (iii) increased professional fees as a result of the Company's public company status in 2007 and (iv) increased supplies, research and printing costs due to more activity and higher capital markets services revenue.

The costs of services for the nine months ended September 30, 2007 increased \$27.5 million, or 30.8%, to \$116.8 million from \$89.3 million for the same period in 2006. The increase is primarily the result of increased commissions driven by the increase in capital markets services revenues. Cost of services as a percentage of capital market services were approximately 58.6% and 58.2% for the nine month periods ended September 30, 2007 and September 30, 2006, respectively.

Personnel expenses that are not directly attributable to providing services to our clients for the nine months ended September 30, 2007 increased \$4.2 million, or 41.5%, to \$14.3 million from \$10.1 million for the same period in 2006. The increase is primarily related to: (i) an increase in total headcount at September 30, 2007 compared to September 30, 2006, (ii) equity incentive compensation expense related to the grant of options and restricted stock units in conjunction with the initial public offering and (iii) an increase in profit participation expense due from the increase in operating income.

Occupancy, travel and entertainment, and supplies, research and printing expenses for the nine months ended September 30, 2007 increased \$4.1 million, or 30.7%, to \$17.4 million compared to the same period in 2006. These increases are primarily due to increased business activity and additional office space occupied, higher rents and new office space.

Other expenses, including costs for insurance, professional fees, depreciation and amortization, interest on our warehouse line of credit and other operating expenses, were \$14.1 million during the nine months ended September 30, 2007, an increase of \$5.5 million, or 64.3%, versus \$8.6 million in the nine months ended September 30, 2006. This increase is primarily related to: (i) an increase in professional fees in the amount of \$2.9 million resulting primarily from the Company's public company status in 2007, (ii) increased depreciation on leasehold improvements, (iii) increased amortization on mortgage service rights and (iv) increased interest on the warehouse line of credit of \$0.5 million due to a larger volume loans outstanding during the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006.

*Net Income.* Our net income for the nine months ended September 30, 2007 was \$12.3 million, a decrease of \$20.9 million versus \$33.2 million for the same fiscal period in 2006. We attribute this decrease to several factors, with the principle causes being an increase of income tax expense of \$7.6 million and minority interest of \$24.2 million both of which are related to the initial public offering and reorganization that occurred in the beginning of 2007, neither of which was applicable in 2006. Other factors partially offsetting this decrease are:

Interest and other income, partially offsetting the costs we incurred in these periods, increased \$3.5 million, to \$4.1 million, versus \$0.6 million earned in the nine months ended September 30, 2006. This increase is primarily due to the adoption of FAS 156 in the first quarter 2007, which resulted in the recording of \$2.0 million of additional income, associated with the recognition of mortgage servicing rights, during the nine months ended September 30, 2007.

The interest expense we incurred in the nine months ended September 30, 2007 totaled \$0.4 million, a decrease of \$2.0 million from \$2.4 million of similar expenses incurred in the nine months ended September 30, 2006. This decrease resulted from the pay-off of the entire balance under the previous Credit Agreement with Bank of America in conjunction with the initial public offering.



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Income tax expense was approximately \$7.8 million for the nine months ended September 30, 2007, an increase of \$7.6 million from \$0.2 million in the nine months ended September 30, 2006. This increase is primarily due to the reorganization that occurred during the first quarter 2007.

### **Cash Flows**

Our historical cash flows are primarily related to the timing of receipt of transaction fees, the timing of distributions to members of HFF Holdings and payment of commissions and bonuses to employees.

#### **2007**

Cash and cash equivalents increased \$56.2 million in the nine months ended September 30, 2007. Net cash of \$125.9 million was provided by operating activities, primarily resulting from a \$58.0 million decrease in mortgage notes receivable, an increase in accrued compensation and related taxes of \$16.6 million and net income (including minority interest) of \$36.5 million. Cash of \$4.3 million was used for investing in property and equipment. Financing activities used \$65.5 million of cash primarily due to a \$58.0 million decrease in borrowings on our warehouse revolving line of credit, the payoff of the credit facility in the amount of \$56.3 million and the purchase of partnership interests in HFF LP and HFF Securities and shares of Holliday GP. This decrease in cash was partially offset by the proceeds from the issuance of our Class A common stock of \$272.1 million.

#### **2006**

Cash and cash equivalents increased \$3.5 million in the nine months ended September 30, 2006. Operating activities provided cash of approximately \$17.4 million, primarily resulting from net income of \$33.2 million and an increase in accrued compensation and related taxes of \$7.1 million. These increases were partially offset by a \$24.9 million increase in mortgage notes receivable. Cash of \$2.1 million was used to invest in property and equipment. Financing activities used \$11.8 million of cash primarily for distributions to HFF Holdings of \$93.1 million. These payments were partially offset by borrowings of \$60.0 million under our Credit Agreement and an increase in borrowings on the warehouse line of credit.

### **Liquidity and Capital Resources**

Our current assets typically have consisted primarily of cash and accounts receivable in relation to earned transaction fees. Our liabilities have typically consisted of accounts payable and accrued compensation.

Cash distributions to HFF Holdings were generally made two times each year, although approximately 75% to 90% of the anticipated total annual distribution was distributed to HFF Holdings each January. Therefore, levels of cash on hand decreased significantly after the January distribution of cash to HFF Holdings, and gradually increased until year end. As a result of the offering, we will no longer make distributions as described above. Following the offering and in accordance with the Operating Partnerships' partnership agreements, we intend to cause the Operating Partnerships to make distribution to its partners, including HFF, Inc., in an amount sufficient to cover all applicable taxes payable by the members of HFF Holdings and by us and to cover dividends, if any, declared by the board of directors.

Over the nine month period ended September 30, 2007, we generated approximately \$68.0 million of cash from operations, excluding the funding of Freddie Mac loan closings discussed below. Our short-term liquidity needs are typically related to compensation expenses and other operating expenses such as occupancy, supplies, marketing, professional fees and travel and entertainment. For the nine months ended September 30, 2007, we incurred approximately \$162.7 million in total operating expenses. The majority of our operating expenses are variable, highly correlated to our revenue streams and dependent on the collection of transaction fees. During the nine months ended September 30, 2007, approximately 64.5% of our operating expenses were variable expenses. Our liquidity needs related to our long term obligations are primarily related to our facility leases. In connection with our initial public offering, we paid off the entire balance of our credit facility of \$56.3 million and entered into a new credit facility that provides us with a \$40.0 million line of credit which was not drawn upon as of September 30, 2007. We believe that cash flows from operating activities will be sufficient to satisfy our long-term obligations based on current conditions. For the nine months ended September 30, 2007, we incurred approximately \$6.0 million in occupancy expenses and approximately \$0.4 million in interest expense.

Our cash flow generated from operations historically has been sufficient to enable us to meet our objectives. Assuming current conditions remain unchanged and our pipeline remains strong, we believe that cash flows from

operating activities should be sufficient for us to fund our current obligations for the next 12 months and beyond. In addition, we maintain and intend to continue to maintain lines of credit that can be utilized should the need arise. In the course of the past several years,

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we have entered into financing arrangements designed to strengthen our liquidity. Our current principal financing arrangements are described below.

We entered into a new credit facility with Bank of America, N.A. for a new \$40.0 million line of credit that was put in place contemporaneously with the consummation of the initial public offering. This new credit facility matures on February 5, 2010 and may be extended for one year based on certain conditions as defined in the agreement. Interest on outstanding balance is payable at the applicable LIBOR rate (for interest periods of one, two, three, six or twelve months) plus 200 basis points, 175 basis points or 150 basis points (such margin is determined from time to time in accordance with the Amended Credit Agreement, based on our then applicable consolidated leverage ratio) or the Federal Funds Rate (4.58% at September 30, 2007) plus 0.5% or the Prime Rate (7.75% at September 30, 2007) plus 1.5%. The Amended Credit Agreement also requires payment of a commitment fee of 0.2% or 0.3% on the unused amount of credit based on the total amount outstanding. The Company did not borrow on this revolving credit facility during the nine month period ended September 30, 2007. We believe that our results from operations plus our new revolver of \$40.0 million are sufficient to meet our working capital needs. This Amended Credit Agreement was amended on October 30, 2007, as discussed below.

In 2005, we entered into an uncommitted financing arrangement with Red Mortgage Capital, Inc. to fund our Freddie Mac loan closings. Pursuant to this arrangement, Red Mortgage Capital funds multifamily Freddie Mac loan closings on a transaction-by-transaction basis, with each loan being separately collateralized by a loan and mortgage on a multifamily property that is ultimately purchased by Freddie Mac. As of September 30, 2007, we had outstanding borrowings of \$67.8 million under this arrangement and a corresponding amount of mortgage notes receivable.

In October 2007, as a result of increases in the volume of the Freddie Mac loans that HFF LP originates as part of its participation in Freddie Mac's Program Plus® Seller Servicer program and recently imposed borrowing limits under the warehouse line of credit of \$150.0 million, we began pursuing alternative financing arrangements to potentially supplement or replace its existing warehouse line of credit. On October 30, 2007, we entered into an amendment to the Amended Credit Agreement that modifies certain restrictions in the Amended Credit Agreement so as to permit the Company to use borrowings under the Amended Credit Agreement to originate and subsequently sell mortgages in connection with the Company's participation in Freddie Mac's Multifamily Program Plus® Seller/Servicer program. In addition, in November 2007 we entered into a \$50.0 million line of credit note with a financial institution to serve as a supplement to our existing warehouse line of credit. Although we believe that our current warehouse line of credit, as supplemented, and our line of credit under the Amended Credit Agreement is sufficient to meet our current needs in connection with our participation in Freddie Mac's Program Plus® Seller/Servicer program, in the event we are not able to secure financing for our Freddie Mac loan closings, we will cease originating such Freddie Mac loans until we have available financing.

We regularly monitor our liquidity position, including cash levels, credit lines, interest and payments on debt, capital expenditures and matters relating to liquidity and to compliance with regulatory net capital requirements. We maintain a line of credit under our revolving credit facility in excess of anticipated liquidity requirements. As of September 30, 2007, we had \$40.0 million in undrawn line of credit available to us under our Amended Credit Agreement with Bank of America, N.A. This facility provides us with the ability to meet short-term cash flow needs resulting from our various business activities. If this facility proves to be insufficient or unavailable to us, we would seek additional financing in the credit or capital markets, although we may be unsuccessful in obtaining such additional financing on acceptable terms or at all. In addition, we entered into a tax receivable agreement with HFF Holdings that will provide for the payment by us to HFF Holdings of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that we actually realize as a result of these increases in tax basis and as a result of certain other tax benefits arising from our entering into the tax receivable agreement and making payments under that agreement.

**Financial Condition**

Deferred tax asset, Payable to minority interest holder under tax receivable agreement, Minority interest, Partners' deficiency and Additional paid in capital at September 30, 2007 have all been affected due to the consummation of the initial public offering and reorganization transactions in February 2007 as discussed elsewhere in this Quarterly Report on Form 10-Q.

Accrued compensation and related taxes increased \$16.6 million from December 31, 2006 primarily due to the net increase in our commission accrual of \$6.5 million due to the timing and volume of transactions closing and the net increase in our accrued incentive compensation of \$9.9 million, a large portion of which is typically paid in December.

Additional significant changes in assets and liabilities are discussed elsewhere in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Table of Contents****Critical Accounting Policies; Use of Estimates**

We prepare our financial statements in accordance with U.S. generally accepted accounting principles. In applying many of these accounting principles, we need to make assumptions, estimates and/or judgments that affect the reported amounts of assets, liabilities, revenues and expenses in our consolidated financial statements. We base our estimates and judgments on historical experience and other assumptions that we believe are reasonable under the circumstances. These assumptions, estimates and/or judgments, however, are often subjective and they and our actual results may change negatively based on changing circumstances or changes in our analyses. If actual amounts are ultimately different from our estimates, the revisions are included in our results of operations for the period in which the actual amounts become known. We believe the following critical accounting policies could potentially produce materially different results if we were to change underlying assumptions, estimates and/or judgments. See the notes to our consolidated financial statements for a summary of our significant accounting policies.

**Goodwill.** In accordance with Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets*, we evaluate goodwill for potential impairment annually or more frequently if circumstances indicate impairment may have occurred. In this process, we make estimates and assumptions in order to determine the fair value of the Company. In determining the fair value of the Company for purposes of evaluating goodwill for impairment, we utilize an enterprise market capitalization approach. In applying this approach, we use the stock price of our common stock as of the measurement date multiplied by the sum of current outstanding shares plus the exchangeable shares as of the measurement date. As of November 9, 2007, management's analysis indicates that a greater than 70% decline in the Company's stock price may result in the recorded goodwill being impaired and would require management to measure the amount of the impairment charge. Goodwill is considered impaired if the recorded book value of goodwill exceeds the implied fair value of goodwill as determined under this valuation technique. We use our best judgment and information available to us at the time to perform this review. There were no indications of any decrease in value at the end of the third quarter which would require the need for an impairment analysis.

**Intangible Assets.** Our intangible assets primarily include servicing rights under agreements with third party lenders and deferred financing costs. Servicing rights are recorded at the lower of cost or market. Management makes certain judgments and estimates in determining the fair value of servicing rights. These judgments and estimates include prepayment levels of the underlying mortgages, the net income margin expected to be realized by the Company and the discount rate. The prepayment level is the most important factor affecting the value of the servicing rights. Management estimates the prepayment levels of the underlying mortgages by analyzing recent historical experience. Many of the commercial loans being serviced have financial penalties for prepayment or early payoff before the stated maturity date. As a result, the Company has consistently experienced a low level of loan runoff. The estimated value of the servicing rights is impacted by changes in these assumptions. As of December 31, 2006, the estimated fair value and net book value of the servicing rights were \$2.8 million and \$2.4 million, respectively. A 10% and 20% increase in the level of assumed prepayments would decrease the estimated fair value of the servicing rights by 35% and 49%, respectively. A 10% and 20% decrease in the estimated net income margin of the servicing business would decrease the estimated fair value of the servicing rights by 29% and 37%, respectively. A 10% and 20% increase in the discount rate would decrease the estimated fair value of the servicing rights by 25% and 29%, respectively. The effect of a variation in each of these assumptions on the estimated fair value of the servicing rights is calculated independently without changing any other assumption. Servicing rights are amortized over their estimated useful life using a method of amortization that reflects the pattern of economic benefit, which results in an accelerated level of amortization. In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, we evaluate amortizable intangible assets on an annual basis, or more frequently if circumstances so indicate, for potential impairment. There were no indications of any decrease in value at the end of the third quarter which would require the need for an impairment analysis.

**Leases.** The Company leases all of its facilities under operating lease agreements. These lease agreements typically contain tenant improvement allowances. In instances where one or more of these items are included in a lease agreement, the Company records these allowances as a leasehold improvement asset, included in property and equipment, net



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in the consolidated balance sheet, and a related deferred rent liability and amortizes these items on a straight-line basis over the shorter of the term of the lease or useful life of the asset as additional depreciation expense and a reduction to rent expense, respectively. Lease agreements sometimes contain rent escalation or rent holiday clauses, which are recognized on a straight-line basis over the life of the lease in accordance with SFAS No. 13, *Accounting for Leases*, or SFAS 13. Lease terms generally range from two to ten years. Before entering into a lease, an analysis is performed to determine whether a lease should be classified as a capital or an operating lease according to SFAS 13, as amended.

**Certain Information Concerning Off-Balance Sheet Arrangements**

We do not currently invest in any off-balance sheet vehicles that provide liquidity, capital resources, market or credit risk support, or engage in any leasing activities that expose us to any liability that is not reflected in our combined financial statements.

**Seasonality**

Our capital markets services revenue is seasonal, which can affect an investor's ability to compare our financial condition and results of operation on a quarter-by-quarter basis. Historically, this seasonality has caused our revenue, operating income, net income and cash flows from operating activities to be lower in the first six months of the year and higher in the second half of the year. The concentration of earnings and cash flows in the last six months of the year is due to an industry-wide focus of clients to complete transactions towards the end of the calendar year.

**Effect of Inflation**

Inflation will significantly affect our compensation costs, particularly those not directly tied to our transaction professionals' compensation, due to factors such as increased costs of capital. The rise of inflation could also significantly and adversely affect certain expenses, such as debt service costs, information technology and occupancy costs. To the extent that inflation results in rising interest rates and has other effects upon the commercial real estate markets in which we operate and, to a lesser extent, the securities markets, it may affect our financial position and results of operations by reducing the demand for commercial real estate and related services which could have a material adverse effect on our financial condition. See Part II, Item 1A, Risk Factors.

**Recent Accounting Pronouncements**

*FIN 48.* In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109, or FIN 48. This interpretation clarifies the application of SFAS No. 109, *Accounting for Income Taxes*, by defining a criterion that an individual tax position must meet for any part of the benefit of that position to be recognized in an enterprise's financial statements and also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006, but earlier adoption is permitted. The Company adopted FIN 48 on January 1, 2007, the effect of which was immaterial to the consolidated financial statements. The Company has determined that no unrecognized tax benefits need to be recorded as of September 30, 2007.

*SFAS 157.* In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, or SFAS 157. SFAS 157 was issued to define fair value, establish a framework for measuring fair value in generally accepted accounting principles (GAAP), and to expand fair value disclosure requirements. Prior to issuance of SFAS 157, different definitions of fair value existed within GAAP, and there was limited guidance available on applying existing fair value definitions. SFAS 157 does not require any new fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the impact of adopting SFAS 157 on its consolidated financial statements.

*SFAS 159.* In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, or SFAS 159, which permits companies to report certain financial assets and financial liabilities at fair value. SFAS 159 may provide an opportunity for certain companies to reduce volatility in reported earnings caused by differences in the measurement of related assets and liabilities. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the potential impact, if any, of SFAS 159 on its financial position and results of operations.





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

Due to the nature of our business and the manner in which we conduct our operations, in particular that our financial instruments which are exposed to concentrations of credit risk consist primarily of short-term cash investments, we believe we do not face any material interest rate risk, foreign currency exchange rate risk, equity price risk or other market risk.

**Item 4. Controls and Procedures**

***Management's Quarterly Evaluation of Disclosure Controls and Procedures***

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosure.

Our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of September 30, 2007, the Company's disclosure controls and procedures are effective to provide reasonable assurance that material information required to be included in our periodic SEC reports is recorded, processed, summarized and reported within the time periods specified in rules and forms.

The design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Because of its inherent limitations, disclosure controls and procedures may not prevent or detect all misstatements. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

***Changes in Internal Controls***

There were no changes in our internal control over financial reporting that occurred during the three month period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are party to various litigation matters, in most cases involving normal ordinary course and routine claims incidental to our business. We cannot estimate with certainty our ultimate legal and financial liability with respect to such pending matters. However, we believe, based on our examination of such pending matters, that our ultimate liability for such matters will not have a material adverse effect on our business or financial condition.

**Item 1A. Risk Factors.**

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

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

None.

**Item 3. Defaults Upon Senior Securities.**

None.

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

None.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

A. Exhibits

18.1 Letter, dated November 9, 2007, from Ernst & Young LLP to the Board of Directors and Stockholders of HFF, Inc.

31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).

31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).

32.1 Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).

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**SIGNATURES**

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

HFF, INC.

Dated: November 14, 2007

By: /s/ John H. Pelusi, Jr.  
John H. Pelusi, Jr  
*Chief Executive Officer*  
*(Principal Executive Officer)*

Dated: November 14, 2007

By: /s/ Gregory R. Conley  
Gregory R. Conley  
*Chief Financial Officer*  
*(Principal Financial and Accounting Officer)*

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