HFF, Inc.
Form 10-Q
November 08, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2013

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	**51-0610340**
(State of Incorporation)	**(I.R.S. Employer Identification No.)**
One Oxford Centre 301 Grant Street, Suite 600 Pittsburgh, Pennsylvania	**15219**
(Address of Principal Executive Offices)	**(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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

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

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

Number of shares of Class A common stock, par value $0.01 per share, of the registrant outstanding as of October 31, 2013 was 37,248,416 shares.

HFF, INC. AND SUBSIDIARIES

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September 30, 2013

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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 the caption Risk Factors in our Annual Report on Form 10-K and this Quarterly Report on Form 10-Q. 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 44.7% 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, HFF, Inc. became and continues to be a holding company holding partnership units in the Operating Partnerships and all of the outstanding shares of Holliday GP. As of August 31, 2012, HFF Holdings had exchanged all of the remaining partnership units in each of the Operating Partnerships for shares of Class A common stock of the Company pursuant to the Exchange Right (as defined in this Quarterly Report on Form 10-Q). As of August 31, 2012 and continuing through the filing date of this Quarterly Report on Form 10-Q, HFF, Inc. through its wholly-owned subsidiaries, holds 100% of the partnership units in the Operating Partnerships and is the only equity holder of the Operating Partnerships. Since all of the partnership units had been exchanged, the Class B common stock was transferred to the Company and retired on August 31, 2012 in accordance with the Company s certificate of incorporation. 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 (together, the Holdings Affliliates). 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., a Delaware corporation and its consolidated subsidiaries, after giving effect to the Reorganization Transactions.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

HFF, Inc.

Consolidated Balance Sheets

(Dollars in Thousands)

(Current period unaudited)

	September 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 159,268**	$ 126,331
Accounts receivable	**3,726**	1,784
Receivable from affiliate *(Note 16)*		124
Mortgage notes receivable *(Note 6)*	**6,660**	261,272
Prepaid taxes	**3,112**	828
Prepaid expenses and other current assets	**3,044**	1,749
Deferred tax asset, net	**3,294**	4,052
Total current assets, net	**179,104**	396,140
Property and equipment, net *(Note 4)*	**6,951**	4,800
Deferred tax asset, net	**158,991**	165,877
Goodwill	**3,712**	3,712
Intangible assets, net *(Note 5)*	**16,868**	17,899
Other noncurrent assets	**630**	771
Total Assets	**$ 366,256**	$ 589,199
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt *(Note 7)*	**$ 271**	$ 299
Warehouse line of credit *(Note 8)*	**6,660**	261,272
Accrued compensation and related taxes	**45,460**	35,597
Accounts payable	**1,576**	1,344
Payable under tax receivable agreement *(Note 12)*	**10,831**	9,919
Other current liabilities	**8,015**	9,926
Total current liabilities	**72,813**	318,357
Deferred rent credit	**5,882**	4,516
Payable under the tax receivable agreement, less current portion *(Note 12)*	**134,785**	145,025
Long-term debt, less current portion *(Note 7)*	**217**	279

Total liabilities		**213,697**		468,177
Stockholders equity:				
Class A common stock, par value $0.01 per share, 175,000,000 authorized; 37,498,796 and 37,221,461 shares issued, respectively; 37,248,416 and 37,063,844 shares outstanding, respectively		**372**		371
Treasury stock, 250,380 and 157,617 shares at cost, respectively		**(2,760)**		(1,055)
Additional paid-in-capital		**75,747**		71,267
Retained earnings		**79,200**		50,439
Total equity		**152,559**		121,022
Total liabilities and stockholders equity	**$**	**366,256**	$	589,199

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)

(Unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Revenues				
Capital markets services revenue	**$ 88,546**	$ 66,944	**$ 221,509**	$ 182,394
Interest on mortgage notes receivable	**299**	1,543	**1,619**	3,866
Other	**569**	552	**1,509**	1,411
	89,414	69,039	**224,637**	187,671
Expenses				
Cost of services	**49,752**	40,187	**131,186**	110,041
Personnel	**11,029**	6,334	**28,223**	18,713
Occupancy	**2,406**	2,043	**6,701**	6,070
Travel and entertainment	**2,130**	1,627	**6,698**	5,349
Supplies, research, and printing	**1,307**	1,286	**3,710**	4,037
Insurance	**490**	499	**1,478**	1,357
Professional fees	**970**	913	**2,902**	2,886
Depreciation and amortization	**1,550**	1,419	**5,146**	4,253
Interest on warehouse line of credit	**142**	1,070	**977**	2,550
Other operating	**993**	1,330	**3,682**	3,862
	70,769	56,708	**190,703**	159,118
Operating income	**18,645**	12,331	**33,934**	28,553
Interest and other income, net	**3,546**	4,407	**14,157**	12,543
Interest expense	**(8)**	(11)	**(26)**	(32)
(Increase) decrease in payable under the tax receivable agreement	**(701)**	(1,204)	**(1,040)**	(1,213)
Income before income taxes	**21,482**	15,523	**47,025**	39,851
Income tax expense	**8,137**	5,392	**18,264**	15,393
Net income	**13,345**	10,131	**28,761**	24,458
Net income attributable to noncontrolling interest		47		243
Net income attributable to controlling interest	**$ 13,345**	$ 10,084	**$ 28,761**	$ 24,215
Earnings per share - Basic and Diluted				

Income available to HFF, Inc. common stockholders - Basic	**$**	**0.36**	$	0.27	**$**	**0.77**	$	0.66
Income available to HFF, Inc. common stockholders - Diluted	**$**	**0.35**	$	0.27	**$**	**0.76**	$	0.65

See accompanying notes to the consolidated financial statements.

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HFF, Inc.

Consolidated Statements of Stockholders Equity

(Dollars in Thousands, except share data)

(Unaudited)

	Common Stock		Controlling Interest Treasury Stock		Additional Paid in Capital	Retained Earnings	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount				
Stockholders equity, December 31, 2012	37,063,844	$ 371	157,617	$ (1,055)	$ 71,267	$ 50,439	$	$ 121,022
Stock compensation and other, net					3,986			3,986
Excess tax benefits from share-based award activities					494			494
Issuance of Class A common stock, net	277,335	2						2
Repurchase of Class A common stock	(92,763)	(1)	92,763	(1,705)				(1,706)
Net income						28,761		28,761
Stockholders equity, September 30, 2013	37,248,416	$ 372	250,380	$ (2,760)	$ 75,747	$ 79,200	$	$ 152,559

	Common Stock		Controlling Interest Treasury Stock		Additional Paid in Capital	Retained Earnings	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount				
Stockholders equity, December 31, 2011	35,983,965	$ 360	118,357	$ (490)	$ 64,049	$ 62,914	$ 3,567	$ 130,400
Stock compensation and other, net					3,228			3,228
Issuance of Class A common stock, net (1)	1,119,139	11			2,753		(2,764)	
Repurchase of Class A common stock	(39,260)		39,260	(565)				(565)
Record the adjustment to give effect of the tax receivable agreement with HFF Holdings					857			857
Distributions							(1,046)	(1,046)

Net income						24,215	243	24,458
Stockholders equity, September 30, 2012	37,063,844	$ 371	157,617	$ (1,055)	$ 70,887	$ 87,129	$	$ 157,332

(1) Includes the effect of the exchange of the Operating Partnerships units by HFF Holdings and the effect of the timing of the tax distribution payments on the ownership of the Operating Partnerships.

See accompanying notes to the consolidated financial statements.

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HFF, Inc.

Consolidated Statements of Cash Flows

(Dollars In Thousands)

(Unaudited)

	Nine Months Ended September 30, 2013	2012
Operating activities		
Net income	**$ 28,761**	$ 24,458
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock based compensation	**6,450**	2,698
Excess tax benefits from share-based award activities	**(494)**	
Deferred taxes	**7,644**	8,836
Increase in payable under the tax receivable agreement	**1,040**	1,213
Depreciation and amortization:		
Property and equipment	**1,262**	1,490
Intangibles	**3,885**	2,763
Gain on sale or disposition of assets, net	**(6,684)**	(6,795)
Mortgage service rights assumed	**(1,569)**	(1,539)
Proceeds from sale of mortgage servicing rights	**5,425**	3,013
Increase (decrease) in cash from changes in:		
Restricted cash		80
Accounts receivable	**(1,942)**	(1,277)
Receivable from affiliates	**124**	115
Payable under the tax receivable agreement	**(10,368)**	(17,741)
Mortgage notes receivable	**254,612**	(77,362)
Net borrowings on warehouse line of credit	**(254,612)**	77,362
Prepaid taxes, prepaid expenses and other current assets	**(3,579)**	(1,091)
Other noncurrent assets	**141**	471
Accrued compensation and related taxes	**7,400**	(548)
Accounts payable	**232**	(642)
Other accrued liabilities	**(1,417)**	(2,300)
Other long-term liabilities	**1,366**	1,200
Net cash provided by operating activities	**37,677**	14,404
Investing activities		
Purchases of property and equipment	**(3,272)**	(1,988)
Net cash used in investing activities	**(3,272)**	(1,988)
Financing activities		
Payments on long-term debt	**(257)**	(249)
Excess tax benefits from share-based award activities	**494**	

Treasury stock		**(1,705)**		(565)
Distributions to noncontrolling interest				(1,046)
Net cash used in financing activities		**(1,468)**		(1,860)
Net increase in cash		**32,937**		10,556
Cash and cash equivalents, beginning of period		**126,331**		141,763
Cash and cash equivalents, end of period	**$**	**159,268**	$	152,319

See accompanying notes to the consolidated financial statements.

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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 commercial real estate financial intermediary and provides commercial real estate and capital markets services including debt placement, investment sales, distressed debt and real estate owned advisory services, structured finance, private equity placements, investment banking and capital market advisory services, loan sales and loan sale advisory services and commercial loan servicing in 21 offices in the United States.

Initial Public 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, the Company 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 the Company (the Offering). 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.

The proceeds of the Offering were used to purchase from HFF Holdings LLC, a Delaware limited liability company (HFF Holdings), all of the shares of Holliday GP Corp. (Holliday GP) and partnership units representing approximately 39% of each of the Operating Partnerships (including partnership units in the Operating Partnerships held by Holliday GP).

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. These proceeds were used to purchase HFF Holdings partnership units representing approximately 6.0% of each of the Operating Partnerships. The Company did not retain any of the proceeds from the 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 the Company s Class B common stock to HFF Holdings, an exchange right that permitted HFF Holdings to exchange interests in the Operating Partnerships for shares of (i) the Company s Class A common stock (the Exchange Right) and (ii) rights under a tax receivable agreement between the Company and HFF Holdings. See Notes 13 and 12 for further discussion of the Exchange Right held by the noncontrolling interest holder and tax receivable agreement, respectively.

As a result of the reorganization, the Company became a holding company through a series of transactions pursuant to a sale and purchase agreement. Pursuant to the Offering and reorganization, the Company s sole assets are, through its wholly-owned subsidiary HFF Partnership Holdings, LLC, a Delaware limited liability company (HoldCo LLC), partnership interests of HFF LP and HFF Securities and all of the shares of Holliday GP. The transactions that occurred in connection with the initial public offering and reorganization are referred to as the Reorganization Transactions.

Basis of Presentation

The accompanying consolidated financial statements of the Company as of September 30, 2013 and December 31, 2012 and for the three and nine month periods ended September 30, 2013 and September 30, 2012, include the accounts of HFF LP, HFF Securities, and the Company s wholly-owned subsidiaries, Holliday GP and HoldCo LLC. 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 Transactions. 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 the Company are reported in the consolidated financial statements of the Company at HFF Holdings historical cost.

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As the sole stockholder of Holliday GP (the sole general partner of the Operating Partnerships), the Company now operates and controls all of the business and affairs of the Operating Partnerships. The Company consolidates the financial results of the Operating Partnerships, and the prior ownership interest of HFF Holdings in the Operating Partnerships was treated as a noncontrolling interest in the Company s consolidated financial statements. HFF Holdings, through its wholly-owned subsidiary (Holdings Sub), and the Company, through its wholly-owned subsidiaries (HoldCo LLC and Holliday GP), were the only partners of the Operating Partnerships following the Reorganization Transactions. As of August 31, 2012, HFF Holdings had exchanged all of its remaining interests in the Operating Partnerships and, therefore, the Company, through its wholly-owned subsidiaries, became and continues to be the only equity holder of the Operating Partnerships.

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 the Company s Annual Report on Form 10-K for the year ended December 31, 2012. 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 months ended September 30, 2013 are not necessarily indicative of the results expected for the year ending December 31, 2013.

The Company has a firm profit participation plan and office profit participation plans that allow for incentive payments to be made, based on achieving various performance metrics, either in the form of cash or stock at the election of the Company s board of directors. The expense associated with the plans is included within personnel expenses in the consolidated statements of income. The expense recorded for these plans is estimated during the year based on actual results at each interim reporting date and an estimate of future results for the remainder of the year. The plans allow for payments to be made in both cash and share-based awards, the composition of which is determined in the first calendar quarter of the subsequent year. Cash and share-based awards issued under these plans are subject to vesting conditions over the subsequent year, such that the total expense measured for these plans is recorded over the period from the beginning of the performance year through the vesting date. Based on an accounting policy election, the expense associated with the share-based component of the estimated incentive payout is recognized before the grant date of the share-based awards due to the fact that the terms of the incentive compensation plans have been approved by the Company s board of directors and the employees of the Company understand the requirements to earn the award. Prior to the grant date, the share-based component expense is recorded as incentive compensation expense within personnel expenses in the Company s consolidated statements of income. Following the award, if any, of the related incentive payout, the share-based component expense is reclassified as stock compensation costs within personnel expenses and the share-based component of the accrued incentive compensation is reclassified as additional paid-in-capital upon the granting of the awards on the Company s consolidated balance sheets.

3. Stock Compensation

The stock compensation cost that has been charged against income for the three and nine months ended September 30, 2013 was $3.2 million and $6.4 million, respectively, which is recorded in personnel expenses in the consolidated statements of income. The stock compensation cost that has been charged against income for the three and nine months ended September 30, 2012 was $0.9 million and $2.7 million, respectively. At September 30, 2013, there was approximately $2.2 million of unrecognized compensation cost related to non-vested restricted stock units with a weighted average remaining contractual term of 0.5 years. As of September 30, 2013, there were 675,080 restricted stock units outstanding, of which 374,673 units are treated as liability awards and require remeasurement of fair value at the end of each reporting period until settlement. Stock compensation expense related to the liability awards that has been included within income for the three and nine months ended September 30, 2013 was $2.9 million and $4.9 million, respectively. Stock compensation expense related to the liability awards that has been included within income for the three and nine months ended September 30, 2012 was $0.5 million and $1.4 million, respectively.

During the three months ended September 30, 2013, no options were granted, exercised, vested or forfeited.

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During the three month period ending September 30, 2013, no new restricted stock units were granted or vested, and 1,905 restricted stock units were forfeited.

The fair value of vested restricted stock units was $3.2 million at September 30, 2013.

4. Property and Equipment

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

	September 30, 2013	December 31, 2012
Furniture and equipment	**$ 4,983**	$ 4,583
Computer equipment	**808**	678
Capitalized software costs	**542**	475
Leasehold improvements	**9,345**	6,718
Subtotal	**15,678**	12,454
Less accumulated depreciation and amortization	**(8,727)**	(7,654)
	$ 6,951	$ 4,800

At September 30, 2013 and December 31, 2012 the Company has recorded, within furniture and equipment, office equipment under capital leases of $1.1 million and $1.1 million, respectively, including accumulated amortization of $0.6 million and $0.5 million, respectively, which is included within depreciation and amortization expense in the accompanying consolidated statements of income. See Note 7 for discussion of the related capital lease obligations.

5. Intangible Assets

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

	September 30, 2013			December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Amortizable intangible assets:						
Mortgage servicing rights	**$ 33,088**	**$ (16,320)**	**$ 16,768**	$ 30,644	$ (12,845)	$ 17,799
Unamortizable intangible assets:						
FINRA license	**100**		**100**	100		100
Total intangible assets	**$ 33,188**	**$ (16,320)**	**$ 16,868**	$ 30,744	$ (12,845)	$ 17,899

As of September 30, 2013 and December 31, 2012, the Company serviced $32.2 billion and $31.3 billion, respectively, of commercial loans. The Company earned $4.0 million and $11.8 million in servicing fees and interest on float and escrow balances for the three and nine month periods ending September 30, 2013, respectively. The Company earned $3.5 million and $10.2 million in servicing fees and interest on float and escrow balances for the three and nine month periods ending September 30, 2012, respectively. These revenues are recorded as capital markets services revenues in the consolidated statements of income.

The total commercial loan servicing portfolio includes loans for which there are no corresponding mortgage servicing rights recorded on the balance sheet, as these servicing rights were assumed prior to the Company s adoption of ASC 860, *Transfers and Servicing* (ASC 860) on January 1, 2007 and involved no initial consideration paid by the Company. The Company recorded mortgage servicing rights of $16.8 million and $17.8 million on $26.0 billion and $24.1 billion, respectively, of the total loans serviced as of September 30, 2013 and December 31, 2012.

The Company stratifies its servicing portfolio based on the type of loan, including life company loans, commercial mortgage backed securities (CMBS), Freddie Mac and limited-service life company loans.

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Changes in the carrying value of mortgage servicing rights for the nine month periods ended September 30, 2013 and 2012 (dollars in thousands):

Category	12/31/12	Capitalized	Amortized	Sold / Transferred	9/30/13
Freddie Mac	$ 7,641	$ 2,463	$ (1,041)	$ (5,133)	$ 3,930
CMBS	7,838	606	(1,463)	3,948	10,929
Life company	2,021	748	(1,236)		1,533
Life company limited	299	215	(138)		376
Total	$ 17,799	$ 4,032	$ (3,878)	$ (1,185)	$ 16,768

Category	12/31/11	Capitalized	Amortized	Sold / Transferred	9/30/12
Freddie Mac	$ 6,126	$ 4,331	$ (1,047)	$ (2,674)	$ 6,736
CMBS	5,273	391	(914)	2,162	6,912
Life company	1,492	912	(714)		1,690
Life company limited	146	236	(88)		294
Total	$ 13,037	$ 5,870	$ (2,763)	$ (512)	$ 15,632

Amounts capitalized represent mortgage servicing rights retained upon the sale of originated loans to Freddie Mac and mortgage servicing rights acquired without the exchange of initial consideration. The Company recorded mortgage servicing rights retained upon the sale of originated loans to Freddie Mac of $0.6 million and $2.5 million on $181.0 million and $829.9 million of loans, respectively, during the three and nine month periods ending September 30, 2013, respectively, and $2.1 million and $4.3 million on $695.2 million and $1.5 billion of loans, respectively, during the three and nine month periods ending September 30, 2012, respectively. The Company recorded mortgage servicing rights acquired without the exchange of initial consideration on the CMBS and Life company tranches of $0.7 million and $1.6 million on $1.5 billion and $3.6 billion of loans, respectively, during the three and nine month periods ending September 30, 2013, respectively, and $0.5 million and $1.5 million on $0.8 billion and $3.3 billion of loans, respectively, during the three and nine month periods ending September 30, 2012 respectively. During the nine months ending September 30, 2013 and 2012, the Company sold the cashiering portion of certain Freddie Mac mortgage servicing rights. While the Company transferred the risks and rewards of ownership of the cashiering portion of the mortgage servicing rights, the Company continues to perform limited servicing activities on these loans for a reduced market-based fee. Therefore, the remaining servicing rights were transferred to the CMBS servicing tranche. The result of these transactions was the Company recording a gain in the three and nine month periods ending September 30, 2013 of $1.1 million and $4.2 million, respectively, and $0.7 million and $2.5 million during the three and nine month periods ending September 30, 2012, respectively, within interest and other income, net in the consolidated statements of income. The Company also received securitization compensation in relation to the sale of the cashiering portion of certain Freddie Mac mortgage servicing rights in the three and nine months ending September 30, 2013 of $0.8 million and $4.4 million, respectively, and $0.6 million and $2.5 million during the three and nine month periods ending September 30, 2012, respectively. The securitization compensation is recorded within interest and other income, net in the consolidated statements of income.

Amortization expense related to intangible assets was $1.1 million and $3.9 million during the three and nine month periods ended September 30, 2013 respectively, and $1.0 million and $2.8 million during the three and nine month periods ending September 30, 2012, respectively, and is recorded in depreciation and amortization in the consolidated statements of income.

Estimated amortization expense for the next five years is as follows (dollars in thousands):

Remainder of 2013	$ 1,140
2014	4,140
2015	3,305
2016	2,524
2017	1,915
2018	1,398

The weighted-average life of the mortgage servicing rights intangible asset was 6.0 years at September 30, 2013.

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6. Fair Value Measurement

ASC Topic 820, *Fair Value Measurement* (ASC 820) establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into the following three levels: Level 1 inputs which are quoted market prices in active markets for identical assets or liabilities; Level 2 inputs which are observable market-based inputs or unobservable inputs corroborated by market data for the asset or liability; and Level 3 inputs which are unobservable inputs based on the Company s assumptions that are not corroborated by market data. A financial asset or liability s classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

In May 2011, the Financial Accounting Standards Board issued an accounting pronouncement which amends the fair value measurement and disclosure requirements to achieve common disclosure requirements between GAAP and International Financial Reporting Standards. The accounting pronouncement requires certain disclosures about transfers between Level 1 and Level 2 of the fair value hierarchy, sensitivity of fair value measurements categorized within Level 3 of the fair value hierarchy, and categorization by level of items that are reported at cost but are required to be disclosed at fair value. The adoption of this pronouncement had no impact on the Company s consolidated financial statements.

As of September 30, 2013, the Company did not have any assets or liabilities recognized at fair value on a recurring basis.

In accordance with generally accepted accounting principles, from time to time, the Company measures certain assets at fair value on a nonrecurring basis. These assets may include mortgage servicing rights and mortgage notes receivable. The mortgage servicing rights are recorded at fair value upon initial recording and were not re-measured at fair value during the third quarter of 2013 because the Company continues to utilize the amortization method under ASC 860 and the fair value of the mortgage servicing rights exceeds the carrying value at September 30, 2013. The fair value of the mortgage notes receivable was based on prices observable in the market for similar loans. Due to the short term nature of the mortgage note receivable, fair value approximated carrying value at September 30, 2013 and therefore no lower of cost or fair value adjustment was required.

The following table sets forth the Company s financial assets that were accounted for at fair value on a nonrecurring basis by level within the fair value hierarchy as of September 30, 2013 (in thousands):

		September 30, 2013 Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Nonrecurring fair value measurements				
Mortgage notes receivable	$ 6,660	$	$ 6,660	$
Mortgage servicing rights	16,768			20,070
Total nonrecurring fair value measurements	$ 23,428	$	$ 6,660	$ 20,070

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The following table sets forth the Company s financial assets that were accounted for at fair value on a nonrecurring basis by level within the fair value hierarchy as of December 31, 2012 (in thousands):

		December 31, 2012 Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Nonrecurring fair value measurements				
Mortgage notes receivable	**$ 261,272**	**$**	**$ 261,272**	**$**
Mortgage servicing rights	**17,799**			**19,848**
Total nonrecurring fair value measurements	**$ 279,071**		**$ 261,272**	**$ 19,848**

Mortgage servicing rights do not trade in an active, open market with readily-available observable prices. Since there is no ready market value for the mortgage servicing rights, such as quoted market prices or prices based on sales or purchases of similar assets, the Company determines the fair value of the mortgage servicing rights by estimating the present value of future cash flows associated with the servicing of the loans. Management makes certain assumptions and judgments in estimating the fair value of servicing rights, including the benefits of servicing (contractual servicing fees and interest on escrow and float balances), the cost of servicing, prepayment rates (including risk of default), an inflation rate, the expected life of the cash flows and the discount rate. The significant assumptions utilized to value servicing rights as of September 30, 2013 and December 31, 2012 are as follows:

	September 30, 2013	December 31, 2012
Expected life of cash flows	3 years to 10 years	3 years to 10 years
Discount rate (1)	15% to 20%	15% to 20%
Prepayment rate	1% to 8%	0% to 8%
Inflation rate	2%	2%
Cost of service per loan	$ 1,600 to $3,995	$ 1,600 to $3,989

(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.

The above assumptions are subject to change based on management s judgments and estimates of future changes in the risks related to future cash flows and interest rates. Changes in these factors would cause a corresponding increase or decrease in the prepayment rates and discount rates used in the Company s valuation model.

FASB ASC Topic 825, *Financial Instruments* also requires disclosure of fair value information about financial instruments, whether or not recognized in the accompanying consolidated balance sheets. Our financial instruments, excluding those included in the preceding fair value tables above, are as follows:

Cash and Cash Equivalents: These balances include cash and cash equivalents with maturities of less than three months. The carrying amount approximates fair value due to the short-term maturities of these instruments; these are considered Level 1 fair values.

Warehouse line of credit: Due to the short-term nature and variable interest rates of this instrument, fair value approximates carrying value; these are considered Level 2 fair values.

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7. Capital Lease Obligations

Capital lease obligations consist of the following at September 30, 2013 and December 31, 2012 (dollars in thousands):

	September 30, 2013	December 31, 2012
Capital lease obligations	**$ 488**	$ 578
Less current maturities	**271**	299
	$ 217	$ 279

Capital lease obligations consist primarily of office equipment leases that expire at various dates through April 2017. A summary of future minimum lease payments under capital leases at September 30, 2013 is as follows (dollars in thousands):

Remainder of 2013	$ 78
2014	247
2015	109
2016	47
2017	7
	$ 488

8. Warehouse Line of Credit

HFF LP maintains two uncommitted warehouse revolving lines of credit for the purpose of funding the Freddie Mac mortgage loans that it originates in connection with its services as a Freddie Mac Multifamily Program Plus® Seller/Servicer. The Company is party to an uncommitted $350 million financing arrangement with PNC Bank, N.A. (PNC) and an uncommitted $125 million financing arrangement with The Huntington Bank (Huntington). In May 2013, availability under the Huntington line increased to $125 million from $75 million.

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. The PNC and Huntington financing arrangements are only for the purpose of supporting the Company s participation in Freddie Mac s Program Plus Seller/Servicer program and cannot be used for any other purpose. As of September 30, 2013 and December 31, 2012, HFF LP had $6.7 million and $261.3 million, respectively, outstanding on the warehouse lines of credit and a corresponding amount of mortgage notes receivable. Interest on the warehouse lines of credit is at the 30-day LIBOR rate (0.18% and 0.21% at September 30, 2013 and December 31, 2012, respectively) plus a spread. HFF LP is also paid interest on its loan secured by a multifamily loan at the rate in the Freddie Mac note.

9. Lease Commitments

The Company leases various corporate offices and office equipment under noncancelable operating leases. These leases have initial terms of one to ten years. Several 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 was $1.9 million and $5.4 million, respectively, during the three and nine month periods ended September 30, 2013 and $1.6 million and $4.7 million, respectively, during the three and nine month periods ending September 30, 2012 and is recorded within occupancy expense in the consolidated statements of income.

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 (dollars in thousands):

Remainder of 2013	$ 1,408
2014	5,975
2015	5,942
2016	5,176
2017	4,563
2018	3,650
Thereafter	7,631
	$ 34,345

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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 2017. See Note 4 and Note 7 above for further description of the assets and related obligations recorded under these capital leases at September 30, 2013 and December 31, 2012, respectively.

10. Servicing

The Company services commercial real estate loans for investors. The unpaid principal balance of the servicing portfolio totaled $32.2 billion and $31.3 billion at September 30, 2013 and December 31, 2012, 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, 2013 and December 31, 2012, the funds held in escrow totaled $145.1 million and $172.9 million, respectively. These funds, and the offsetting liabilities of the borrowers to external parties, are not presented in the Company s consolidated 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 consolidated statements of income.

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 ASC 450, *Contingencies,* a reserve for estimated losses is recorded when the amount is probable and can be reasonably estimated. However, the Company does not believe, based on examination of such pending matters, that a material loss related to these matters is reasonably possible.

12. Income Taxes

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

	Current	Deferred	Total
Nine Months Ended September 30, 2013:			
Federal	$ 9,678	$ 7,069	$ 16,747
State	942	575	1,517
	$ 10,620	$ 7,644	$ 18,264

	Current	Deferred	Total
Nine Months Ended September 30, 2012:			
Federal	$ 5,003	$ 7,268	$ 12,271

State	1,554	1,568	3,122
	$ 6,557	$ 8,836	$ 15,393

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, 2013 and 2012 (dollars in thousands):

	September 30, 2013	September 30, 2012
Pre-tax book income	**$ 47,025**	$ 39,851
Less: pre-tax income allocated to noncontrolling interest holder		246
Pre-tax book income after noncontrolling interest	**$ 47,025**	$ 39,605

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	September 30,			
	2013		2012	
Income tax expense / (benefit)		**Rate**		**Rate**
Taxes computed at federal rate	**$ 16,459**	**35.0%**	$ 13,862	35.0%
State and local taxes, net of federal tax benefit	**2,247**	**4.8%**	2,125	5.4%
Change in income tax benefit payable to stockholder	**(399)**	**(0.8)%**	257	0.6%
Effect of deferred rate change	**(822)**	**(1.7)%**	874	2.2%
Effect of change in valuation allowance		**0.0%**	(2,253)	(5.7)%
Change in state net operating loss	**(155)**	**(0.3)%**	(78)	(0.2)%
Compensation limitation	**319**	**0.7%**		0.0%
Meals and entertainment	**397**	**0.8%**	330	0.8%
Other	**218**	**0.5%**	276	0.7%
Income tax expense	**$ 18,264**	**38.8%**	$ 15,393	38.9%

Total income tax expense recorded for the nine months ended September 30, 2013 and 2012 included income tax expense of zero and $3,000, respectively, of state and local taxes on income allocated to the noncontrolling interest holder, which represents 0.0% and 0.01% of the total effective rate, respectively.

Deferred income tax assets and liabilities consist of the following at September 30, 2013 and December 31, 2012 (dollars in thousands):

	September 30, 2013	December 31, 2012
Deferred income tax assets:		
Section 754 election tax basis step-up	**$ 161,008**	$ 169,487
Tenant improvements	**2,447**	2,232
Net operating loss carryforward	**380**	1,212
Restricted stock units	**4,550**	2,572
Compensation	**3,003**	3,736
Intangible asset	**520**	548
Tax credits	**123**	123
Other	**316**	278
Deferred income tax asset	**172,347**	180,188
Deferred income tax liabilities:		
Goodwill	**(1,276)**	(1,270)
Servicing rights	**(6,368)**	(6,750)
Deferred rent	**(1,831)**	(1,653)
Investment in partnership	**(587)**	(586)
Deferred income tax liability	**(10,062)**	(10,259)
Net deferred income tax asset	**$ 162,285**	$ 169,929

The primary deferred tax asset represents a tax basis step-up election under Section 754 of the Internal Revenue Code (Section 754) made by the Company relating to the initial purchase of units of the Operating Partnerships in connection with the Reorganization Transactions and a tax basis step-up on subsequent exchanges of Operating Partnership units for shares of the Company s Class A common stock since the date of the Reorganization Transactions. As a result of the step-up in basis from these transactions, the Company is entitled to annual future tax benefits in the form of amortization for income tax purposes. The annual pre-tax benefit on the Section 754 step-up and past payments under the tax receivable agreement is approximately $28.7 million at September 30, 2013. To the extent that the Company does not have sufficient taxable income in a year to fully utilize this annual deduction, the unused benefit is recharacterized as a net operating loss and can then be carried back two years or carried forward for twenty years. The Company measured the deferred tax asset based on the estimated income tax effects of the increase in the tax basis of the assets owned by the Operating Partnerships utilizing the enacted tax rates at the date of the transaction. All subsequent changes in the measurement of the deferred tax assets due to changes in the enacted tax rates or changes in the valuation allowance, if any, are recorded as a component of income tax expense.

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In evaluating the realizability of the deferred tax assets, management makes estimates and judgments regarding the level and timing of future taxable income, including projecting future revenue growth and changes to the cost structure. In order to realize the annual pre-tax benefit of approximately $28.7 million, the Company needs to generate approximately $204 million in revenue each year, assuming a constant cost structure. In the event that the Company cannot realize the annual pre-tax benefit of $28.7 million each year, the shortfall becomes a net operating loss that can be carried back two years to offset prior years taxable income or carried forward twenty years to offset future taxable income. Based on this analysis and other quantitative and qualitative factors, management believes that it is currently more likely than not that the Company will be able to generate sufficient taxable income to realize the net deferred tax assets resulting from the basis step up transactions (initial sale of units in the Operating Partnerships and subsequent exchanges of Operating Partnership units since the date of the Reorganization Transactions). The combined federal and state tax effected net operating loss carryforwards of $0.4 million at September 30, 2013 represent the cumulative excess of the Section 754 annual tax deductions over taxable income for the nine month period ending September 30, 2013 and prior years. The use of a portion of the net operating loss of $0.4 million is subject to limitation under Section 382 of the Internal Revenue Code. The limitation on the use of the net operating loss in 2013 is $0.3 million, which can be used in future years. The net operating loss limitation does not impact the Company s ability to fully utilize the net operating loss before its expiration. The federal net operating loss carryforwards expire from 2028 through 2030, while the state net operating loss carryforwards expire from 2020 through 2030.

The Company will recognize interest and penalties related to unrecognized tax benefits in interest and other income, net in the consolidated statements of income. There were no interest or penalties recorded in the three and nine month periods ending September 30, 2013 and 2012.

Tax Receivable Agreement

In connection with the Reorganization Transactions, HFF LP and HFF Securities made an election under Section 754 for 2007 and kept that election in effect for each taxable year in which partnership units were exchanged for shares of Class A common stock of the Company. The initial sale as a result of the Offering and subsequent exchanges of Operating Partnership units for shares of Class A common stock produced increases in 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 tax payments to the extent that the Company has taxable income. As a result of the increase in tax basis, the Company is entitled to future tax benefits of $161.0 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 2013. The Company is obligated, however, pursuant to its tax receivable agreement with HFF Holdings, to pay to HFF Holdings 85% of the amount of cash savings 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 savings in income tax is 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 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 subsequent 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. In accordance with ASC 740, the tax effects of transactions with stockholders that result in changes in the tax basis of a company s assets and liabilities will be recognized in equity. If transactions with stockholders result in the recognition of deferred tax assets from changes in the Company s tax basis of assets and liabilities, the valuation allowance initially required upon recognition of these deferred assets will be recorded in equity. Subsequent changes in enacted tax rates or any valuation allowance are recorded as a component of income tax expense.

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 this 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.

While the actual amount and timing of payments under the tax receivable agreement 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 future payments that will be made to HFF Holdings will be $145.6 million, and has recorded this obligation to HFF Holdings as a liability on the consolidated balance sheet. To the extent the Company does not realize all of the tax benefits in future years, this liability to HFF Holdings may be reduced.

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In conjunction with the filing of the Company s 2012 federal and state tax returns, the benefit for 2012 relating to the Section 754 basis step-up was finalized resulting in $12.2 million of tax benefits being realized by the Company. As discussed above, the Company is obligated to remit to HFF Holdings 85% of any such cash savings in federal and state tax. As such, during the third quarter of 2013, the Company paid $10.4 million to HFF Holdings under the tax receivable agreement. In conjunction with the filing of the Company s 2011 federal and state tax returns, the benefit for 2011 relating to the Section 754 basis step-up was finalized resulting in $20.9 million of tax benefits being realized by the Company and as such, during the third quarter of 2012, the Company paid $17.7 million to HFF Holdings under the tax receivable agreement. As of September 30, 2013, the Company has made payments to HFF Holdings pursuant to the terms of the tax receivable agreement in an aggregate amount of approximately $41.9 million and the Company anticipates to make a payment of $10.8 million to HFF Holdings in 2014.

13. Noncontrolling Interest

Noncontrolling interest recorded in the consolidated financial statements of the Company relates to the ownership interest of HFF Holdings in the Operating Partnerships that HFF Holdings held prior to August 31, 2012. As a result of the Reorganization Transactions discussed in Note 1, partners capital was eliminated from equity and noncontrolling 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, along with HFF Holdings proportional share of net income earned by the Operating Partnerships subsequent to the change in ownership. As discussed in Note 1, the Company is a holding company and, as such, does not generate income other than through its proportional share of net income earned by the Operating Partnerships. However, the Company does incur certain costs which are not allocated or shared with the Operating Partnerships or their direct or indirect partners (including, prior to August 31, 2012, HFF Holdings) and, therefore, the net income as shown on the consolidated statements of income is not proportionately shared between the noncontrolling interest holder and the controlling interest holder.

As a result of the Reorganization Transactions, HFF Holdings beneficially owned 20,355,000 partnership units in each of the Operating Partnerships. Pursuant to the terms of the Company s amended and restated certificate of incorporation, HFF Holdings could 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.

All of the partnership units were exchanged as of August 31, 2012 by members of HFF Holdings for an equal amount of shares of Class A common stock. During each of the three and nine month periods ending September 30, 2012, 133,142 and 997,089 partnership units were exchanged.

On September 30, 2009, a Registration Statement on Form S-3 became effective relating to the offering and sale from time to time by the members of HFF Holdings of such 20,355,000 shares of Class A common stock exchangeable for the 20,355,000 partnership units in each of the Operating Partnerships beneficially owned by members of HFF Holdings immediately following the Reorganization Transactions. As of August 31, 2012, all such 20,355,000 partnership units had been exchanged for an equal amount of shares of the Company s Class A common stock pursuant to the Exchange Right. After giving effect to these changes, HFF Holdings owned 0% of the Operating Partnerships and the Company, through its wholly-owned subsidiaries, became, and continues to be the only equity holder of the Operating Partnerships.

As a result of the Reorganization Transactions, HFF Holdings was issued one share of the Company s Class B common stock. Class B common stock had no economic rights but entitled the holder to a number of votes that was equal to the total number of shares of Class A common stock for which the partnership units that HFF Holdings held in the Operating Partnerships, as of the relevant record date for the Company stockholder action, were exchangeable. Since all of the partnership units had been exchanged as of August 31, 2012, the Class B common stock was transferred to the Company and retired on August 31, 2012 in accordance with the Company s certificate of incorporation.

14. Stockholders Equity

The Company is authorized to issue 175,000,000 shares of Class A 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. Holders of Class A common stock vote together as a single class on all matters presented to the Company s stockholders for their vote or approval. The Company had issued 37,498,796 and 37,221,461 shares of Class A common stock as of September 30, 2013 and December 31, 2012, respectively.

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15. Earnings Per Share

The Company s net income and weighted average shares outstanding for the three and nine month periods ended September 30, 2013 and 2012 consist of the following (dollars in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2013	**2012**	**2013**	**2012**
Net income	**$ 13,345**	$ 10,131	**$ 28,761**	$ 24,458
Net income attributable to controlling interest	**$ 13,345**	$ 10,084	**$ 28,761**	$ 24,215
Weighted Average Shares Outstanding:				
Basic	**37,378,037**	37,079,810	**37,334,913**	36,831,772
Diluted	**37,816,501**	37,336,553	**37,680,894**	37,024,637

The calculations of basic and diluted net income per share amounts for the three and nine month periods ended September 30, 2013 and 2012 are described and presented below.

Basic Net Income per Share

Numerator net income attributable to controlling interest for the three and nine month periods ended September 30, 2013 and 2012, respectively.

Denominator the weighted average shares of Class A common stock for the three and nine month periods ended September 30, 2013 and 2012, including 129,621 and 105,692 restricted stock units that have vested and whose issuance is no longer contingent as of September 30, 2013 and September 30, 2012, respectively.

Diluted Net Income per Share

Numerator net income attributable to controlling interest for the three and nine month periods ended September 30, 2013 and 2012 as in the basic net income per share calculation described above plus.

Denominator the weighted average shares of Class A common stock for the three and nine month periods ended September 30, 2013 and 2012, including 129,621 and 105,692 restricted stock units that have vested and whose issuance is no longer contingent as of September 30, 2013 and September 30, 2012, respectively, plus the dilutive effect of the unvested restricted stock units and stock options.

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	Three months ended September 30, 2013	Three months ended September 30, 2012	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Basic Earnings Per Share of Class A Common Stock				
Numerator:				
Net income attributable to controlling interest	$ 13,345	$ 10,084	$ 28,761	$ 24,215
Denominator:				
Weighted average number of shares of Class A common stock outstanding	37,378,037	37,079,810	37,334,913	36,831,772
Basic net income per share of Class A common stock	$ 0.36	$ 0.27	$ 0.77	$ 0.66
Diluted Earnings Per Share of Class A Common Stock				
Numerator:				
Net income attributable to controlling interest	$ 13,345	$ 10,084	$ 28,761	$ 24,215
Denominator:				
Basic weighted average number of shares of Class A common stock	37,378,037	37,079,810	37,334,913	36,831,772
Add dilutive effect of:				
Unvested restricted stock units	415,513	239,856	325,721	176,166
Stock options	22,951	16,887	20,260	16,699
Weighted average common shares outstanding diluted	37,816,501	37,336,553	37,680,894	37,024,637
Diluted earnings per share of Class A common stock	$ 0.35	$ 0.27	$ 0.76	$ 0.65

16. Related Party Transactions

The Company made payments on behalf of two affiliates of $488 and $48,481, respectively, during the nine month period ended September 30, 2013. The Company made payments on behalf of two affiliates of $3,272 and $110,732, respectively, during the nine month period ended September 30, 2012. These payments by the Company are primarily for professional services fees and other miscellaneous operating expenses on behalf of affiliates. The Company received payments from one affiliate of $172,834 and $228,358 during the nine month period ended September 30, 2013 and September 30, 2012, respectively. The Company had a net receivable from affiliates of zero and $124,000 at September 30, 2013 and December 31, 2012, respectively.

As a result of the Company s initial public 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 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 entering into the tax receivable agreement and making payments under that agreement. As members of HFF Holdings, each of John Pelusi, the Company s chief executive officer, Mark Gibson and Jody Thornton, each a member of the Company s board of directors and a transaction professional of the Operating Partnerships, and John Fowler, a current director emeritus of the Company s board of directors and a transaction professional of the Operating Partnerships, is entitled to participate in such payments, in each case on a pro rata basis based upon such person s ownership of interests in each series of tax receivable payments created by the initial public offering or subsequent exchange of Operating Partnership units. During the third quarter of 2013, Messrs. Pelusi, Gibson, Thornton and Fowler received payments of $0.9 million, $0.9 million, $0.9 million and $0.7 million in connection with the Company s payment of $10.4 million to HFF Holdings under the tax receivable agreement. During the third quarter of 2012, Messrs. Pelusi, Gibson, Thornton and Fowler received payments of $1.4 million, $1.4 million, $1.4 million and $1.1 million in connection with the Company s payment of $17.7 million to HFF Holdings under the tax receivable agreement. The Company retains the remaining 15% of cash savings in income tax that it realizes. For purposes of the tax receivable agreement, cash savings in income tax is 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 12 for further information regarding the tax receivable agreement and Note 17 for the amount recorded in relation to this agreement.

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17. Commitments and Contingencies

The Company is obligated, pursuant to its tax receivable agreement with HFF Holdings, to pay to HFF Holdings 85% of the amount of cash savings in U.S. federal, state and local income tax that the Company actually realizes as a result of the increases in tax basis under Section 754 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. The Company has recorded $145.6 million for this obligation to HFF Holdings as a liability on the consolidated balance sheet as of September 30, 2013.

In recent years, the Company has entered into arrangements with newly-hired producers whereby these producers would be paid additional compensation if certain performance targets are met over a defined period. These payments will be made to the producers only if they enter into an employment agreement at the end of the performance period. Payments under these arrangements, if earned, would be paid in fiscal years 2014 through 2018. The Company begins to accrue for these payments when it is deemed probable that payments will be made; therefore, on a quarterly basis, the Company evaluates the probability of each of the producers achieving the performance targets and the probability of each of the producers signing an employment agreement. As of September 30, 2013, $2.3 million has been accrued for these arrangements on the consolidated balance sheet.

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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 the Company and its subsidiaries as of September 30, 2013, and the results of our operations for the three and nine month periods ended September 30, 2013, 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 consolidated financial statements and accompanying notes to our Annual Report on Form 10-K for the year ended December 31, 2012.

Overview

Our Business

We are, based on transaction volume, one of the leading providers of commercial real estate and capital markets services to both the users and providers of capital in the U.S. commercial real estate industry and are one of the largest full-service commercial real estate financial intermediaries in the country. We operate out of 21 offices nationwide with approximately 626 associates including approximately 251 transaction professionals as of September 30, 2013.

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 product offerings and platform services, diverse client mix, expertise in a wide range of property types and national platform have the potential to create a diversified revenue stream within the U.S. commercial real estate sector.

We operate in one reportable segment, the commercial real estate financial intermediary segment, and offer debt placement, investment sales, distressed debt and real estate owned advisory services, structured finance, private equity placements, investment banking and capital market advisory services, loan sales and loan sale advisory services 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. A slow-down, a significant downturn and/or recession in either the global economy and/or the domestic economy, including even a regional economic downturn or slowdown, could adversely affect our business. A general decline in acquisition and disposition activity, as well as a general decline in commercial real estate investment activity, can lead to a reduction in fees and commissions 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. Such a general decline can also lead to a significant reduction in our loan servicing activities, due to increased delinquencies and defaults and lack of additional loans that we would have otherwise added to our loan servicing portfolio.

- *Global and domestic credit and liquidity issues.* Global and domestic credit and liquidity issues have recently led to an economic downturn, including a commercial real estate market downturn. This downturn in turn led to a decrease in transaction activity and lower values. Restrictions on the availability of capital, both debt and/or equity, created significant reductions, and could in the future cause further reductions, of the liquidity in and the flow of capital to the commercial real estate markets. These restrictions also caused, and could in the future cause, commercial real estate prices to decrease due to the reduced amount of equity capital and debt financing available and could lead to decreases in purchase and sale activities, thereby reducing the amount of investment sales, loan originations and related servicing fees. If our investment sales, loan 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.

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 poor performance of the asset class relative to other asset classes or the superior performance of other asset classes when compared with continued good performance of the commercial real estate asset class or the poor performance of all asset classes. 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 and could lead to decreases in purchase and sale activities, thereby reducing the amount of investment sales, loan originations and related servicing fees. If our investment sales, loan 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.

Fluctuations in interest rates. Significant fluctuations in interest rates as well as steady and protracted movements of interest rates 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. Both of these 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 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 (including our servicing revenues).

The factors discussed above have adversely affected and continue to be a risk to our business, as evidenced by the effects of the significant recent disruptions in the global capital and credit markets, and in particular the domestic capital markets. While conditions in 2011, 2012 and to-date in 2013 have generally improved, the global and domestic credit and liquidity issues, coupled with the global and domestic economic recession/slow down, reduced in 2008, 2009 and 2010, when compared to 2011, 2012 and to-date 2013, and prior periods during 2002 through 2007, and may reduce in the future the number of acquisitions, dispositions and loan originations, as well as the respective number of transactions and transaction volumes. This has had, and may have in the future, a significant adverse effect on our capital markets services revenues (including our servicing revenues). The recent significant balance sheet issues, in late 2007, 2008, 2009 and early 2010, of many of the CMBS lenders, the Agencies (Freddie Mac® and Fannie Mae®), banks, life insurance companies, mortgage REITS and debt funds, captive finance companies and other financial institutions have adversely affected, and could again in the future adversely affect, the global and domestic economies and the flow of commercial mortgage debt to the U.S. capital markets, and, in turn, could potentially adversely affect all of our capital markets services platforms and resulting revenues.

The recent economic slowdown and domestic and global recession also continue to be a risk, not only due to the potential negative adverse impacts on the performance of global economies, including the U.S. and its commercial real estate markets, but also due to the ability of lenders and equity investors to generate significant funds to continue to make loans and equity available to the commercial real estate market and, in particular, in the U.S., where we operate.

Other factors that may adversely affect our business are discussed under the heading Forward-Looking Statements and under the caption Risk Factors in this Quarterly Report on Form 10-Q.

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Results of Operations

Following is a discussion of our results of operations for the three months ended September 30, 2013 and September 30, 2012. 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 a description of the key financial measures and indicators included in our consolidated financial statements, refer to the discussion under Management s Discussion and Analysis of Financial Condition and Results of Operations Key Financial Measures and Indicators in our Annual Report on Form 10-K for the year ended December 31, 2012.

	For the Three Months Ended September 30,					
	2013		2012			
	Dollars	% of Revenue	Dollars	% of Revenue	Total Dollar Change	Total Percentage Change
	(dollars in thousands, unless percentages)					
Revenues						
Capital markets services revenue	$ 88,546	99.0%	$ 66,944	97.0%	$ 21,602	32.3%
Interest on mortgage notes receivable	299	0.3%	1,543	2.2%	(1,244)	(80.6)%
Other	569	0.6%	552	0.8%	17	3.1%
Total revenues	89,414	100.0%	69,039	100.0%	20,375	29.5%
Operating expenses						
Cost of services	49,752	55.6%	40,187	58.2%	9,565	23.8%
Personnel	11,029	12.3%	6,334	9.2%	4,695	74.1%
Occupancy	2,406	2.7%	2,043	3.0%	363	17.8%
Travel and entertainment	2,130	2.4%	1,627	2.4%	503	30.9%
Supplies, research and printing	1,307	1.5%	1,286	1.9%	21	1.6%
Other	4,145	4.6%	5,231	7.6%	(1,086)	(20.8)%
Total operating expenses	70,769	79.1%	56,708	82.1%	14,061	24.8%
Operating income	18,645	20.9%	12,331	17.9%	6,314	51.2%
Interest and other income, net	3,546	4.0%	4,407	6.4%	(861)	(19.5)%
Interest expense	(8)	(0.0)%	(11)	(0.0)%	3	(27.3)%
(Increase) decrease in payable under tax receivable agreement	(701)	(0.8)%	(1,204)	(1.7)%	503	(41.8)%
Income before income taxes	21,482	24.0%	15,523	22.5%		